

**State of Indiana
Office of the Secretary of State**

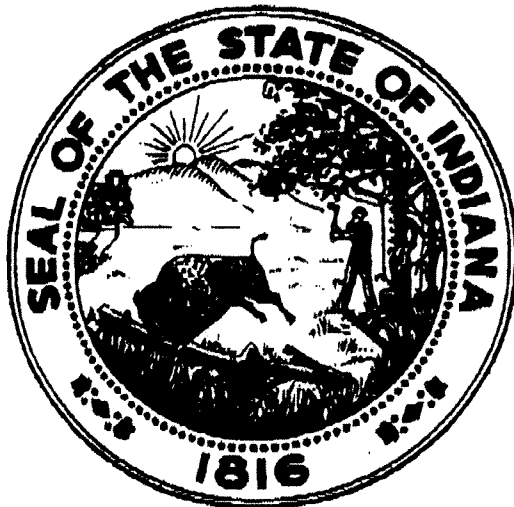
CERTIFICATE OF INCORPORATION

of

**SPINNAKER COVE NATURE PRESERVE AND CONSERVATION AREA,
INC.**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, November 14, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 14, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

ARTICLES OF INCORPORATION**OF****SPINNAKER COVE NATURE RESERVE AND
CONSERVATION AREA, INC.**

The undersigned incorporator desires to form a corporation pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended, and execute the following Articles of Incorporation:

ARTICLE I**Name**

The name of the corporation is **SPINNAKER COVE NATURE RESERVE AND
CONSERVATION AREA, INC.**

ARTICLE II**Purposes**

The purposes for which the Corporation is formed are to function exclusively for public or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law and applicable State Law) which shall include, but shall not be limited to, environmental research, restoration of land and preservation of species with all related activities including all aspects of education of the public and its members.

ARTICLE III**Resident Agent and Principal Officer**

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is **Ryan Brashear, 7048 Sea Oats Ln.,
Indianapolis, In 46250**

Section 2. Principal Office. The post office address of the principal office of the corporation is **7048 Sea Oats Ln., Indianapolis, In 46250**

ARTICLE IV**Period of Existence**

The period during which this public benefit Corporation shall continue is perpetual.

ARTICLE V
Membership

Section 1. Classes. There shall be one (1) class of membership: General with at least one (1) member.

Section 2. Rights, Preferences, Limitations and Restrictions of Classes. General members have equal rights and privileges.

Section 3. Voting rights of Classes. Each general member shall be entitled to one (1) vote on each matter that properly comes before each meeting of the membership at which the member is present, in person or by proxy.

ARTICLE VI
Directors

Section 1. Number of Directors. The number of Directors of the Corporation shall not be less than three (3) and not more than twelve (12), the exact number to be prescribed from time to time by the By-Laws of the Corporation.

Section 2. Election of Directors. The Directors shall be elected by the members to serve for a term of two (2) years and shall be required to be members of the Corporation.

Section 3. Current Directors. The names and post office addresses of the current Board of Directors are:

<u>Name</u>	<u>Address</u>
Al Fennewald	9111 Allisonville Rd. Indianapolis, In 46250
Ryan Brashear	7048 Sea Oats Ln. Indianapolis, In 46250

Ryan Kruse	9265 Andiron Dr. Indianapolis, In 46250
Alison Palmer	7052 Sea Oats Ln. Indianapolis, In 46250
Judith Roth	9252 Backwater Dr. Indianapolis, In 46250

ARTICLE VII
Incorporators

The name and post office address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Gregory K. Silver	342 Massachusetts Avenue, #400 Indianapolis, IN 46204

ARTICLE VIII
Statement of Property

A statement of the current property of the corporation and an estimate of the value thereof:

Cash \$1,000.00

BY LAWS OF**SPINNAKER COVE NATURE PRESERVE AND CONSERVATION AREA, INC.****ARTICLE I****Name**

The name of this organization is Spinnaker Cove Nature Preserve and Conservation Area, Inc., herein referred to as the organization.

ARTICLE II**Purposes and Objectives**

The purpose of the organization is to provide environmental research, restoration and preservation of species, with all related activities including education of the public and its members of all of the above.

ARTICLE III**Membership**

Section 1. There shall be one (1) class of membership: General. There shall be a list kept of the members.

Section 2. Each general member shall be entitled to one (1) vote on each matter that properly comes before each meeting of the general membership at which the member is present, in person or by signed proxy. Meetings shall be called by law and held in Indiana.

ARTICLE IV**Board of Directors**

Section 1. The Board of Directors of the organization shall consist of no less than three (3) or more than twelve (12) members to be elected by the general members to serve for a two (2) year term. The annual election of the Board of Directors will take place each May. Any vacancies which may occur from time to time may be filled by appointment of the majority of the Board until the next general election at which time any remaining time in the term will be filled by the normal process of nomination and election. Nominees for the Board must be members of the organization.

Section 2. The Board of Directors shall meet at least quarterly. A quorum of the Board shall be necessary to conduct business and to adopt policies and positions. A quorum

shall consist of a simple majority. A person may vote in person or by proxy. Meetings shall be called by law and held in Indiana.

Section 3. Board members may resign at any time by written notice to the Board or be removed by a majority vote of the Directors.

Section 4. The Board shall determine the amount of annual membership dues, if any, and the management of the corporation.

Section 5. The Board shall prepare an annual budget and shall provide for an annual audit of the financial records of the organization.

ARTICLE V Officers

Section 1. The Officers to be elected annually from the Board of Directors shall be a President, a Secretary and a Treasurer. The officers shall be elected during the first Board meeting of their duties upon election. Any person may hold more than one (1) office. An officer may resign by written notice to the Board of Directors or may be removed by a majority vote of the Directors before a term ends.

Section 2. The President shall prepare the agenda and preside over the meetings of the Board. The President is the chief spokesperson for the organization, but shall only commit the organization to positions specifically adopted by the Board. The President shall be the only person authorized to sign contracts for the organization at the direction of the Board only.

Section 3. The Secretary shall record and maintain copies of the minutes of the board meetings. The Secretary shall report the minutes of the previous meeting at each Board meeting.

Section 4. The Treasurer shall receive, record and maintain the receipts of the organization and with the approval of the President and Secretary, will disburse monies for expenditures in accordance with the policies adopted by the Board. The Treasurer shall report the current financial status of the organization at each Board meeting which will include current cash balances and total balances for payables and receivables. The Treasurer shall preside over the Board in the absence of the President.

Section 5. Unless otherwise provided by the Directors, all instruments in writing and legal documents for the corporation shall be signed by the President and attested to by the

Secretary for the corporation. The President or Treasurer shall be able to issue checks for the corporation.

ARTICLE VI Committees

The Board of Directors may establish committees for specific tasks, such as event site selection or coordinating contracts or developing special event projects. These committees may be chaired by any member of the organization who will report to the Board on the progress of the committee. All such committees will be given well defined objectives by the Board to be accomplished within a specified time frame. After the time period passes which the Board initially assigns to a given committee, the committee may be reauthorized by the Board or it will at that point be disbanded.

ARTICLE VII Parliamentary Authority

The latest edition of Robert's Rules of Order shall govern in all cases wherein they do not conflict with the By-Laws of the organization or the rules adopted by the Board of Directors for their own proceedings.

ARTICLE VIII Amendments of By-Laws

These By-Laws may be amended at any time at any Board of Directors' meeting by a simple majority vote of the Board of Directors.

ARTICLE IX Powers & Limitation

Section 1. Except as otherwise limited by the provisions of the Articles of Incorporation, this corporation shall have all the general rights and privileges and powers that may be conferred upon organizations under the Indiana Not-For-Profit Corporation Act of 1971, as amended.

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF SPINNAKER COVE NATURE PRESERVE AND CONSERVATION AREA, INC.

The first meeting of the Board of Directors of Spinnaker Cove Nature Preserve and Conservation Area, Inc. was held on November 2001 at 9111 Allisonville Rd., Indianapolis, Indiana, the time, place and purpose of the meeting by formal notice having been waived, as evidenced by the signatures found at bottom of these Minutes. Al Fennewald acted as Chairman of the Meeting and Ryan Brashear acted as Secretary.

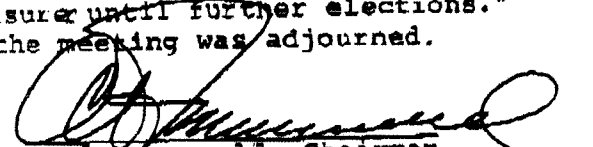
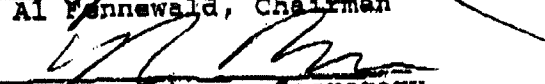
Upon Motion duly made and seconded, the following resolution was passed unanimously:

"Be it resolved that this corporation proceed to obtain 501(c)(3) status with the IRS by filing a petition immediately and paying the costs therefor " and

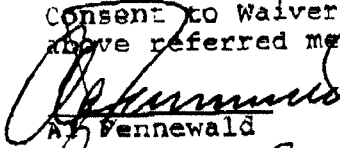
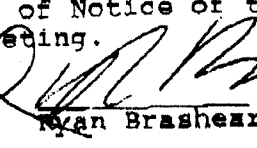
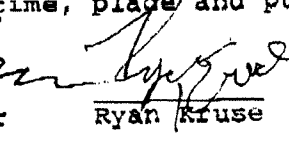
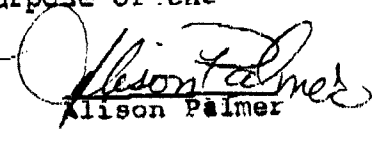

"Be it resolved that this corporation obtain liability insurance for any land it owns or will own when such is deeded to it for management and educational and research purposes" and

"Be it resolved that the officers are hereby authorized to do all acts to carry out the prior resolutions."

"Be it resolved that Al Fennewald shall be President and Ryan Brashear be Secretary -Treasurer until further elections." There being no further matters, the meeting was adjourned.


Al Fennewald, Chairman

Ryan Brashear, Secretary

Consent to Waiver of Notice of time, place and purpose of the above referred meeting.

 Al Fennewald
 Ryan Brashear
 Ryan Kruse
 Alison Palmer
 Judith Roth

ARTICLE IX
Provisions for the Regulation and Conduct
of the Affairs of the Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the Directors or the members of any class or classes of members are as follows:

Section 1. Membership Meetings. Meetings of the members of the Corporation shall be held at such place within the State of Indiana as may be designated from time to time by the Board of Directors.

Section 2. By-Laws. The Board of Directors is authorized to make, alter, amend and repeal By-Laws for the conduct of the affairs of the Corporation which are consistent with these Articles of Incorporation and the laws of this state.

Section 3. Restricted Activities. No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or interfere in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Marion County, Indiana, exclusively for such purposes.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE X Dissolution

In the event of the dissolution of the corporation, any assets remaining after payment of all debts of the corporation shall be transferred by the corporation to another corporation approved by the Internal Revenue Service as a Not-For-Profit corporation under the Internal Revenue Section 501 (c)(3), 501 (c)(6).

ARTICLE XI Dealings and Indemnity

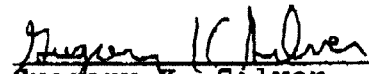
A director or officer of the corporation shall not be disqualified from dealing or contracting with the corporation as vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or other act of the corporation be void or voidable or in any way affected or invalidated by the fact that any director or officer or any firm in which such director or officer is a member, or any corporation of which such director or officer is a shareholder, director or officer is in any way interested in such matter, provided the fact that such director, officer, firm or corporation if so interested shall be disclosed or shall be known to the Board of Directors before they vote at any meeting of the Board of Directors for such matter upon the action of the corporation or for any gains or profits realized by said

Section 5. Activities. The Corporation may undertake all activities allowed by the laws of the State of Indiana for a Not-For-Profit Corporation.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to the secretary of State of the State of Indiana and all persons whom it may concern, that a membership list or lists of the above-named corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

I hereby verify, subject to the penalties of perjury, that the facts contained herein are true.

11/12/01



Gregory K. Silver
Incorporator

Prepared by: GREGORY K. SILVER, ESQ., 342 Massachusetts Ave., Suite #400,
Indianapolis, IN 46204. (317) 263-9417

erson as approved; any such director may be counted as present for such vote. It shall then be valid action of the Board of Directors in regard thereto.

This corporation does hereby indemnify any director, officer, agent or employee who acts in good faith for the corporation so long as that person has not acted with gross negligence or with criminal intent.

Insurance shall be purchased for those persons by the corporation for the purposes of this Article as to indemnity.