

Motions Passed
1986

Accept resignation of Jimmy Carter	Oct 4
How to handle mail received for members	Oct 4
Accept Robert's Rules of order as authority	Oct 4
Calendar Year set as business year	Oct 18
Dues payable on January 1 of each year	Oct 18
End trash pick up on November 15	Nov 1

Motions Passed
1987

Incorporate obligation for bonding of directors into the by laws	Feb 28
Provide grass cutting service for \$100 per year	Feb 28
Purchase tractor, trailer and tarp not to exceed \$3500.00	Feb 28
Treasurer would keep 25 checks payable to employees to provide for immediate issue upon receipt of hours worked from the manager in case checks were lost in mail	Mar 21
Accept bylaws	Mar 21
Advertise in newsletter for volunteers for road repair	Mar 21
Install electronic games and bumper pool table in Day Lodge	Mar 21
Contact an attorney to investigate assessment of contract with Water & Sewer District	Mar 21
Mowing of tall lots	Mar 21
Give manager \$40.00 per week vehicle allowance and install phone in home for Wildridge use and assume responsibility of all bills with exception of personal long distance	Mar 21

The first organizational meeting of the Wildridge Association Board of Directors was held at the Day Lodge at 10 A.M. Saturday Sept. 6, 1986.

Directors were elected to the Board by mail. There were 35 applications, with only one rejected for late receipt. Of the 675 ballots mailed, there were approximately 400 returned and counted, with one rejected for late receipt. Elected to serve were the seven applicants receiving the most votes (six directors, as had been suggested, would have been illegal). The results were: Jerry Dalton, 204; Rosemary Minyard, 136; Jimmy Carter, 127; Harold Daum, 119; Karl Boehm, 109; Richard Dixon, 107, and Kenneth Burge, 101.

All directors were present for the first meeting, as were Ron and Jim Cook representing the developers, The Nashville Company.

There are a total of 713 lots, with 550-575 owners. All lots have been sold at least once and some owners have several lots (1 to 6 at present).

Professionals have been hired by the Cooks to assist with the transition. They are Gerald Thom, Attorney, and Peter Murphy, Accountant. Both are located in Jasper. We have been advised that it is illegal for the Resort Manager to be seated on the Board, but he will be expected to attend meeting without voice or vote.

At present, and until Dec. 31, 1986, the Resort Manager is Ed Cursage, earning \$250.00 weekly and the Secretary is Denise Riley, at \$50.00 weekly. These are subject to change at the discretion of the Board, but not until Jan. 1, 1987.

Ron suggested that security guards are paid \$3.75 and \$4.00 hourly and maintenance men are paid \$4.00 and \$4.50 hourly. There are presently three guards, Ed and Denise on our payroll.

Security guards presently work from 7:30 a.m. to 12 midnight, Friday, Saturday, Sunday and Monday. Board voted unanimously to add security for Tuesday, Wednesday and Thursday. Security seems to be a major problem among the members and will receive top priority with the Board. We asked that Ron have the key card receptacle repaired immediately, to which he agreed. Ron advised us that Dept. of Natural Resources has offered to assist us with security by having a Conservation Officer make three rounds a day if we request this, and there is no cost to us. Ron is presently deputized and he stated that Sheriff Eastridge is very cooperative and will deputize someone to replace him if we feel it is necessary.

Each of us has heard numerous concerns from the membership, and we want to consider each of them as it is possible. Many of the problems heard will be taken care of when the lot owner accepts responsibility for his guests' actions as well as his own

Some of the concerns already voiced are three and four-wheeler drivers and riders speeding and behaving recklessly, young people using the Day Lodge and grounds for late night drinking and parties, possible security lights in recreation area, and means of communications between the Board and the Membership. It was agreed that the Board will utilize the bulletin boards and will provide a locked suggestion box in the Day Lodge for the Membership to communicate with the Board.

Officers were elected to serve until Jan. 1, 1988, ^{Feb. 70} during which time By-Laws will be drawn and adopted. These will include terms of directors and terms of offices. Current officers and their lot numbers and addresses are :

Richard Dixon, President, #299
1833 S. Boeke Rd.
Evansville, In. 47714
812-386-2381 (ofc) 812-477-3451 (home)

Jerry L. Dalton, Vice President, #1 & 2
Dalton R.V.
R. R. #3, Box 334
Mitchell, Ind. 47446
812-685-2462 (Wickliffe) 812-849-4547 (Mitchell)

James R. Carter, Treasurer, #279
15808 Blue Lick Rd.
Henryville, Ind. 47126
812-294-4557

Rosemary Minyard, Secretary, #504
917 N. 8th St.
Vincennes, Ind. 47591
812-685-2625 (Wickliffe) 812-886-4061 (Home)

Karl J. Boehm, Director, #407-408
1021 -3rd Ave.
Jasper, Ind. 47546
812-482-5093

Harold C. Daum, Director, #318
R. R. #1
Princeton, Ind. 47670
812-385-5103

Kenneth J. Burge, Director, #46
4605 Atterbury Ct.
Louisville, Ky. 40216
502-449-1221

Ron and Jim suggested tat the only maintenance equipment that we now own is a new mower and weed-eater. He also suggested that we hire two full-time maintenance men and one or two lifeguards for April to September in addition to the present staff, and that security guards should be qualified for maintenance between September and April.

Jim suggested that the pool is now ready to winterize and he invited directors to accompany him on his winterization rounds so we might know what needs to be done. Several expressed an interest in this and will be in touch with Jim. He further stated that we will need to determine a water shut-off date soon in order to announce it to the membership. He will take care of this, and we may observe is we care to.

Maintenance men previously hired here are Richard Fleck and Steve Tinkle, both residents of the area. Dewey Lewis was the only applicant for the manager position, other than Ed. Ed was chosen due to his seniority at Wildridge, his experience at Christmas Lake, and his Indiana Real Estate Broker's license.

Due to the large number of members hoping to attend this meeting, we agreed that we will have a meeting or an activity as soon as possible so that members may meet us.

Although it was agreed that our stated meetings will be held at the Day Lodge on the first Saturday of each month, we agreed to hold a called meeting on Saturday, Sept. 20, 1986, at 10 am. in the Day Lodge.

Meeting was adjourned.

Respectfully submitted,

Rosie Minyard, Secy.

Rosie Minyard, Secretary

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TO: Wildridge Association Board of Directors
Ron and Jim Cook
Ed Kersage

FROM: R. Dixon 

SUBJ: Wildridge Association
Board of Directors Meetings

DATE: Sept. 23, 1986

Each month, Rosie Minyard will submit to me the meeting minutes from the previous month's Board of Directors Meeting. I will send each of you a copy of those meeting minutes as well as a tentative agenda for the next scheduled meeting. The agenda will contain both old and new items we need to address as well as specific individuals that will summarize the issues for discussion. Items that you wish to have on the agenda should be communicated to me no later than 10 days prior to the next meeting. This will allow us to address the major items of concern to the association and its membership, in an orderly fashion. After agenda items are addressed, we can then review any open questions or subjects relevant to the organization.

Until such time as the Wildridge Association is incorporated with a formal charter, constitution, bylaws, etc., I propose that we use the "Roberts Rules of Order" (a manual of parliamentary procedure) as our guide for all meetings, rules of order, duties of officers, committees, etc. This will allow consistent interim handling of procedures, rules of order, etc., while we are in the learning process. This will be discussed in more detail at the October 4, 1986 meeting.

Please let me know if anyone has any suggestion on how we should run our business meetings or if we should be doing anything differently.

RD:jd

October 4, 1986

The regular meeting of Wildridge Association Board of Directors was called to order by Rick Dixon, President, Saturday, Oct. 4, 1986, at 10 a.m. in the Day Lodge. Minutes were approved as corrected, and the treasurer's report was by-passed due to no treasury at this time.

Jerry Dalton, Ed Kersage and Jim Cook have inspected the gate and found it was broken. The security system company was called and they have ordered the parts necessary for its repair.

Ed Kersage presented the contents of the suggestion box and questioned which ones should be read at the meeting. Rosie Minyard made the motion that in future the box be opened when full, all contents retained and read by the board members prior to the meeting; only those that are properly signed will be read for consideration at the meeting. Carried. Procedure will be for secretary to keep copy of signed suggestions filed after summarization for inclusion in the secretary's report. This month's summary is as follows:

- Ditch problems, 4 ✓
- Gate security, 3 ✓
- Road conditions, 3 ✓
- Playground, recreation area & exercise room, 2 ✓
- Hot water in men's shower, 2 ✓
- Security lights in recreation area, 1 ✓
- Electric supply box not working, 1
- Unightly lots to be mowed at owner's expense, 1

Each of these was discussed and committees appointed accordingly. It was determined that ditches are the lot owner's responsibility as stated in leases, as is the electric supply to the campers unless it is resultant of electric supply at the post. The water in men's shower has been taken care of, according to Jim Cook.

Jerry Dalton and Ken Burge were appointed to serve as an Organizational Committee to work with Rick Dixon as he reviews the items pertinent to the reorganization/transition legal, technical and financial requirements. The committee is to set up a meeting with Rick Dixon, Ron and Jim Cook, the accountant and the lawyer and report at the next meeting.

Rosie Minyard and Ken Burge were appointed to a Newsletter Committee, with the first newsletter to be mailed in November and possibly two more during the year. Ed Kersage will assist with addressing if needed, and will be responsible for mailing at Birdseye is permit is obtained there.

Harold Daum and Karl Boehm were appointed to the Security Committee. Cost estimates of security lights were presented and discussed. Decision tabled until February meeting.

Oct. 4, 1986 (cont.)

Karl Boehm presented cost estimates for possible purchase of maintenance equipment, and pointed out that we would need storage before we could purchase equipment. The Association taking over mowing contracts was discussed as a possible way to pay for the equipment. Decision tabled until February meeting.

Jim Cook presented Jimmy Carter's verbal resignation at Mrs. Carter's request due to Jimmy's terminal illness. Rosie Minyard made motion to accept this resignation with regret, and that we fill the Board vacancy with the person receiving the 8th highest votes in the original election. Carried.

The secretary was instructed to send a card with a personal note, to be followed by a letter accepting the resignation; also to send a congratulatory letter to Clarence Switzer, new board member.

Ed Kersage asked what to do with mail sent to lot owners for delivery at Wildridge. Rosie Minyard made motion to hold mail in office until Monday following first weekend after original delivery before forwarding to owner's home address. Carried.

Rick Dixon asked that we act on selection of a meeting procedure and Ken Burge made the motion that we accept "Robert's Rules of Order" as our authority and that we purchase the most recent edition in hard-back for the Association. Carried. Secretary instructed to obtain the Scott-Forsman publication.

Karl Boehm suggested that the bathhouse doors need replacing and that the stone around them needs caulking. Jim Cook asked that we table the door work since they have already been sealed for winter, and Ed Kersage was instructed to have caulking taken care of. Doors will be taken care of after February meeting.

Consideration was given to the verbal complaints heard by most directors regarding the location of the dumpsters so near some campers. Since there is nothing we can do at this time about location, Ed Kersage was instructed to look into deodorizing disinfectants and have this taken care of. The newsletter will advise lot owners that trash put into dumpsters must be tied in unbroken plastic bags.

A review of current personell names, salaries, duties and schedules proved to be a very time-consuming job, and due to its importance, it was agreed that we will have a special meeting for personell decisions only. Time to be announced later. It was agreed that there will be an additional guard hired for the midnight to 7 a.m. shift right away, however.

Items suggested for the newsletter included: volunteers from membership for building projects, special meetings, social activities, recreational programs, etc.; the Day Lodge will be open year-round with water and toilet facilities available (no showers).

Oct. 4, 1986 (cont.)

There will be a called meeting Saturday, Oct. 18 at 10 a.m. in the Day Lodge. This meeting will have no agenda, since there will be election of a new treasurer, meeting the new board member and committee reports only.

The next regular meeting will be Saturday, Nov. 1, 1986 at 10 a.m. in the Day Lodge.

Respectfully submitted,

Rosie Minyard, Sec.

Rosie Minyard, Secty.

TO: Wildridge Association Board of Directors
Ed Kersage ✓

FROM: R. Dixon

SUBJECT: Wildridge Association
Board of Directors Meeting -
October 18, 1986

DATE: October 14, 1986

Rosie has not had time to publish the meeting minutes so we will pass them out before the board meeting. I have, however, prepared an agenda for the meeting.

Also, I have attached a memo sent to Rosie on some ideas/recommendations for our first newsletter.

RD:jd

*ED: THERE IS AN EXTRA AGENDA FOR ROSIE AND
JIM LOUIE.*

TR V

TO: Rosie Minyard

FROM: R. Dixon

SUBJECT: Newsletter Ideas/Recommendations

DATE: October 14, 1986

The following are some ideas/recommendations you may want to consider for the Wildridge Association's Newsletter.

COMMENTS FROM YOUR OFFICERS AND BOARD

Review the meetings we have had, list different committees that have been formed and who the chairman are. Might even tell them how we handle a meeting: review minutes, suggestions from suggestion box, agenda items, committee reports and new business. We have elected to use Robert's Rules of Order as our parliamentary guide on procedures and operating requirements until a constitution, bylaws, etc., have been developed.

THINGS WE'VE DONE

- Added security guard.
- Working with conservation officers for backup security.
- Established water shut-off for November 2, 1986.
- Initiated suggestion box.
- Met with accountant on incorporation and taxation considerations.
- Ordered parts to repair front gate. (card/key)
- Published the first Wildridge Association Newsletter.

THINGS WE PLAN TO DO

- Install security lights in front of the three public buildings. (Day Lodge - Bath House - Shelter House)
- Have open Member/Board of Directors Meeting during the Spring of 1987.
- Schedule social activities for the year.
- Review cost/justification for purchasing a commercial garden tractor/mower for upkeep of Association public areas, and for a fee, maintain lawns for property owners.
- Publish policy and cut grass of lot owners not maintaining lawns. This fee would include an administrative charge.
- Develop Association Constitution, Bylaws and Incorporate as an Association.
- Establish job duties and descriptions of association employees.
- Develop financial systems for handling fiscal responsibilities of organization. This will include bonding of appropriate officers.
- Assume full responsibility of Wildridge management and administration effective 1-1-87.
- Publish a calendar of events for 1987.

VOLUNTEERS ARE NEEDED

Social Activities (If you want them.) Need volunteers for: Bingos, Craft Day Sales, Covered Dish Dinner, Get-Togethers, etc.

Building and Repair - Building, when required, fences, shed for equipment, install lighting, painting details, etc.

Member Meeting Coordinators - May be required for our first open meeting.

YOUR SUGGESTION BOX

Highlight the results of the suggestion box since it has been implemented. Solicit suggestions from members. Point out any action which may relate to an item submitted as a suggestion.

ABOUT THE MEMBERS

This section could contain a few brief words about some members of our organization, for example:

Jimmy Carter has resigned from the Board of Directors due to his health. He has been replaced by Clarence Switter, Lot #293.

Heading for Florida - Some of our members will be heading for Florida during the next month or two to spend there winter in the sun. This includes: _____

We regret to hear that _____ has passed away. We offer our condolences to their families.

THE LODGE WILL REMAIN OPEN

During the winter months, the Day Lodge will remain open from 8:00 a.m. to 4:00 p.m.(?) Water will be available for carryout to your trailers for personal use. During the winter months, if you visit Wildridge to check on your trailer, let Ed Kersage, our resident manager, know if you observe any problems at any other lot or trailer.

ABOUT THE NEWSLETTER

Your Board of Directors have approved the funding required to publish an Association Newsletter three times a year (Fall/Winter - Spring/Summer). Once we get our bulk mailing permit, we believe we can publish a newsletter for approximately .28¢ per lot owner/issue. WHAT DO YOU THINK?

RD:jd

AGENDA FOR SATURDAY -- OCTOBER 18, 1986

- | | |
|------------|---|
| R. Minyard | 1. Submission of minutes with any required corrections for acceptance into record. |
| R. Dixon | 2. Election of Treasurer. |
| J. Dalton | 3. Report on status of Incorporation Meeting with accountant, Peter F. Murphy and Jim - Ron Cook, K. Burge and R. Dixon. |
| J/R Cook | 4. Review of financial records as applicable to Wildridge Association. R. Cook will have copies of 1986 Income/ Disbursement records. |
| H. Daum | 5. Report on meeting with Natural Resources Officers, concerning making security checks at Wildridge. |
| R. Minyard | 6. Report on status and plans for Newsletter. |
| E. Kersage | 7. Review suggestions submitted since last meeting. |
| Open | 8. Review Association's plans for having someone go through water cutoff procedure. |
| | 9. Miscellaneous items open for discussion. |

Oct. 18, 1986

The called meeting of Wildridge Association Board of Directors was called to order at 10:00 a.m. Saturday, Oct. 18, 1986 by President Rick Dixon. The secretary's report was accepted as submitted, and the treasurer's report was bypassed due to no treasury as yet.

Ken Burge was elected treasurer by unanimous vote after nomination by Rosie Minyard and second by Jerry Dalton.

Jerry Dalton reported on the organizational meeting with the accountant, and a general discussion ensued. The only decision was on a motion by Karl Boehm that we accept the calendar year (Jan. 1 thru Dec. 31) as our business year, and that dues be due and payable to Wildridge Association at R.R. 1, Birdseye, Ind. 47513, on January 1, beginning Jan. 1, 1987. This motion was carried unanimously.

Ron Cook submitted copies of the records of income and expenses for 1985 and 1986 to Ken Burge, treasurer and Rick Dalton, president. These reports will be studied and discussed as they become pertinent or at an organization meeting later.

Harold Daum reported that Dept. of Natural Resources is unable to conduct security rounds for us, but will back our enforcement efforts. It was suggested that we contact State Police if we need assistance, and that the Crawford Co. Sheriff's Office has proven to be cooperative. Clarence Switzer, past Orange Co. Sheriff and present French Lick Police Officer stated that he is a qualified arresting officer and will assist us as needed when possible.

Clarence recommended that we be more thorough in our screening of potential guards. We apparently have a former felon working as a guard at present. Rick stated that we need to obtain a legal opinion regarding the liability of directors for hiring of a former felon.

Harold announced that Fisher Electric of Jasper has submitted a bid of \$750.00 for installation of security lights in the recreation area--one atop Day Lodge, one atop Bathhouse and two over pool. Two of these would be sodium lights, which are a little more expensive but bug-free and 1/3 cheaper to operate, and two would be mercury lights. Harold was instructed to obtain information from the Power & Light Co. We decided that if we obtain any volunteer help for electrical work, the volunteer must be licensed and bonded.

Karl Boehm was appointed Maintenance Chairman and reported that the lights at the entrance sign have not been repaired. Ed Kersage was instructed to see that this was taken care of.

Oct. 18, 1986

Wildridge Association Board Meeting (cont.)

Ed reported that the parts for the gate repairs have arrived and will be installed within the week.

Suggestions received summary:

Drainage, 3 ✓
Dead trees, 1
Access over & thru fence, 1
Security, 1 ✓
Financial info to members, 1
Manager selection procedure, 1
Location of dumpsters, 1
Fish cleaning in rest rooms, 1
Building of permanent structures, 1
Security lights on recreation area, 1 ✓
Planned activities, 1
Visitors when lot owner not here, 1

Access to property over perimeter fence was discussed and will be looked into by Ed Kersage, Karl Boehm and Ron Cook.

Generally, drainage ditches are responsibility of lot owner, but each request will be looked into if it hasn't already, or if we have any question as to the possibility that it is due to one of the main-line ditches which are our responsibility.

Dead trees are the responsibility of the lot owner once they take possession. Ed Kersage will maintain a list of persons or logger who will remove trees for a nominal fee or for the wood.

Lot owners will be reminded to notify guard prior to any visitor's arrival, whether they will be here or not. Lot owners are responsible for their guests' actions whether they are here with them or not.

Other items of concern are presently under consideration and investigation by the Board, and will be taken care of as soon as possible.

The water cut-off procedures will be learned by Karl Boehm, Harold Daum and Ed Kersage.

Ron Cook stated that records maintained and available in the office are: list of lot owners by lot number and alphabet; all recording information from Crawford Co. Courthouse; blueprints of property; instructions for water cut-off, instructions for bathhouse maintenance; list of suppliers; guarantees for all equipment.

Next meeting will be at 10:00 a.m. Saturday, Nov. 1, 1986 in the Day Lodge.

Respectfully submitted,

Rosie Winyard, Sec.

November 1, 1986

The regular monthly meeting of Wildridge Association Board of Directors was held on Saturday, Nov. 1, 1986 at the Day Lodge. Meeting was called to order at 10:00 a.m. by the president, Rick Dixon. Rosie Minyard, secretary, was absent due to illness, and Ed Kersage taped the meeting on cassette, from which these minutes were obtained.

Jerry Dalton explained several points that were brought up and discussed in their meeting with the attorney, Gerald Thom, regarding the Articles of Incorporation and By-Laws for the Association's reorganization. Mr. Thom agreed to have these documents completed in first draft and in the hands of each Director at least one week prior to the next Board meeting, at which time he will be present to discuss them and answer questions we might have. The attorney asked that we postpone the next meeting until Dec. 13, which was agreed.

The need for confirmation of the present Board, which is legally an "Interim" Board, was discussed, and Jerry stated that the confirmation or election of new directors should be done as soon as possible after the first of the year. It was pointed out that this can be done by mail or at an open meeting, since each vote must be signed regardless.

An attempt is being made by Mr. Thom to limit the liabilities of the directors as much as possible, according to Jerry and Rick. Apparently the new corporate laws will have a bearing on this matter. It was further stated that the committee agreed with Mr. Thom that there should be just one vote per lot and that the actual owner/lessee of record would have the vote regardless of who is actually occupying the lot.

There will need to be at least one open meeting per year, and the directors will be able to decide when, where and how often. Rick suggested that we will also need to decide on the retention of the attorney and the accountant.

Since Ken Burge, treasurer, could not be present, he had discussed the potential budget with Rick. He suggested that the utilities will have a large impact on the budget for next year, and we may have to look at some type of usage controls for the total facility.

Jerry reported that Rosie had reported to him that, since she couldn't be present, she would see that each director would receive a draft copy of the newsletter in time to review and return suggested changes to her prior to printing. She had further agreed to have it in the office for addressing and mailing in time, hopefully, to have it mailed by Nov. 15.

Ed announced that the form for dead tree removal is being passed around, and has been signed by all but three owners.

It was announced that garbage pick-up is normally retained through Thanksgiving due to the office being open for sales. Ed asked that we make a decision regarding garbage pick-up, since we pay them one month in advance and the November billing is due now. Jerry made motion to buy one-half month service with final date for pick-up of Nov. 15. Motion passed, and Ed agreed to discuss this with garbage collectors.

Harold has obtained costs for security lights from Electric Co., and determined it to be the least expensive way to go. A discussion of the location for lights ensued, and we determined that they will be needed before opening in March. This was tabled for further discussion later. (Since date was not clear on tape, will obtain at next meeting).

There was some discussion about turning off electric for winter months, also about fence problem. All this was garbled on tape, and will require supplement to minutes or inclusion in next meeting minutes.

There were six signed forms in the suggestion box:

- 2 requests for open meetings, including one requesting that the Cooks be present;
- 1 request for help with an electric switch-box on lot #500;
- 1 request for more security lights in recreation area;
- 2 repeat complaints about ditch/driveway problems, but one of these contained a "thank-you" for what has already been done, which wasn't adequate.

Ed agreed that the problem on Lot #500 is probably going to need to be taken care of by him, and he will look into it immediately. The other problems are being looked at already.

Tape ended, so hopefully, the meeting was adjourned. The next regular meeting, having been postponed by acclamation, will be Saturday, Dec. 13, 1986 at 10:00 a.m. in the Day Lodge. As was agreed, all meetings at Wildridge Resort will begin on the time prevalent at Wildridge Resort, Crawford County.

Respectfully submitted,



Rosie Minyard, Secretary

Nov. 25, 1986

TO MY FELLOW DIRECTORS--

The attached figures are my estimates of expenses for 1987. They contain my recommendations for our 1987 budget.

We have no idea what our insurance costs will be -- for buildings, liability and workmen comp. That is my one gray area.

If all dues are paid, my figures show less than \$ 15,000.00 reserve (before insurance costs) for any improvements, etc.

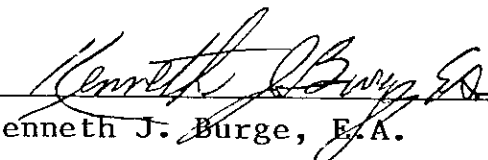
I do not see any funds being available for road or culvert repairs out of the regular assessments. I believe we may have to consider an extra assessment sometime in 1987 to perform the necessary and needed road and culvert repairs.

We will have to hold back any overtime pay (for one week), if there is any overtime, so I can prepare the payroll checks for employees.

I will take care of tax deposits, quarter returns, and W-2's, etc., as long as I am Treasurer. This will cut down on our accounting expenses. I also expect to write the approximately 18 checks per month for other bills, as I believe your treasurer should be responsible for writing these, then all checks will be sent to the President for his signing and then being given to employees or mailed to payees.

The annual tax returns (Federal and Indiana) should be prepared by an outside accountant.

An audit of the books can be performed either by members (if qualified), or an outside accountant.


Kenneth J. Burge, E.A.

Next Reg. Meeting May 23rd

December 13, 1986

The regular meeting of Wildridge Association Board of Directors was called to order by President Rick Dixon at 10:00 a.m. on Saturday, Dec. 13, 1986 at the Day Lodge. Present besides the guest attorney and accountant were: Ron Cook, Jim Cook, Ed Kersage and Directors Rick Dixon, Jerry Dalton, Harold Daum, Karl Boehm, Clarence Switzer and Rosie Minyard. Guests were Gerald Thom, Atty. and Peter Murphy, CPA., who had agreed to explain corporate legalities to us. The minutes of the last meeting were accepted as submitted.

Since the meeting had been postponed in order that Mr. Thom and Mr. Murphy could be with us, this was the first order of business. Rick introduced Mr. Thom.

The draft copy of the Articles of Incorporation had been reviewed by each of us, and we had been given an opportunity to prepare questions. Mr. Thom provided information on some of the items questioned.

(1) The \$1,000 capital needed for formation of the corporation will be covered by the value of the assets at Wildridge at the time of the legal transition, and the dues payments will constitute the funds requirement.

(2) The protection against mortgages, liens and other liabilities against assets will be provided in the form of an affidavit which will state that "there are no liens, encumbrances or other liabilities against the assets transferred from the Nashville Company to Wildridge Association". This affidavit will provide free and clear title to all assets, according to the attorney.

(3) The question of Ronald Cook being the only incorporator shown on the legal forms was brought up, and it was agreed that there should be one representative of the current Board of Directors listed as an act of good faith to those who elected us to protect their interests. This incorporator was to be elected later in the meeting in order that our guests could leave.

(4) Liability of directors in event of a lawsuit was brought up, since the Articles as drafted stated that the corporation would be liable for attorney and legal fees but did not specify as to the liability in event of a judgement against the board or its members. Mr. Thom explained that a new identification in the code adopted 4/1/86 explains the position of directors in this situation. In event of a judgement against the corporation, the directors are not individually held liable unless they are individually named in the suit as a party to the complaint. In that case, and if there are insufficient assets in the corporation to cover the judgement, the only personal assets that can be attached are those that are held by the director individually and not anything that is owned by husband and wife as tenants in their entirety.

(5) Mr. Thom will prepare the necessary documents and

forms (including proxy cards) to be used for the first shareholders meeting, since the current board is actually not a legal entity and cannot perform any legal acts until and unless the election is reaffirmed by the shareholders after the corporation becomes a legal entity.

(6) We had been advised that the corporation would become legal on January 1, 1986, but apparently this is not probable. Mr. Thom has a question regarding Securities Exchange regulations in regard to our type organization, and wants to be sure that we have all the legal details covered. He therefore, will not complete the corporation filing until he gets some answers in this regard.

(7) The transfer of money, accounts, titles and deeds will be made at the legal incorporation date. Dues assessed and collected for 1987 will be included in that transfer.

(8) The need for two signatories on checks was questioned, and we agreed by acclamation that, while it may not be necessary, it was being done as an act of good faith for the benefit of the shareholders whom we believed would be more comfortable with this arrangement.

(9) Stock certificates are required for Indiana corporations in 1986, but they are no longer to be required in 1987. Mr. Thom will, therefore, prepare the Articles based on the 1986 law in the hope that we can amend the Articles, if we choose, in 1987.

Mr. Thom asked that we decide on a resident agent, the date of our first annual shareholders meeting and who will be the second incorporator of record and advise him immediately so he may complete the necessary papers as soon as possible.

Mr. Peter Murphy, CPA, explained the various types of taxation and filing status of each of those for which we may qualify. He advised that a decision in this regard is not immediately necessary. As regards his estimate of fees for his services, he suggested possibly approximately \$120.00 monthly, \$30.00 per quarterly tax return and \$250.00 for the annual tax return. Apparently the monthly fee includes all bookkeeping and accounting functions such as billing, check writing, communications, etc. He charges extra for miscellaneous duties such as address labels, newsletters, etc., which he does for some clients and would be able to do for us. He stated that his fees average approximately \$40 to \$60 per hour if he does the work and \$10 to \$30 per hour if his staff does the work. He assesses the leaseholders \$1.00 per lot per year.

Discussion regarding the possibility of retaining him for his services ensued, but no decision was made. Directors feel that this service would not be necessary while Ken Burge is our treasurer, but all agreed that most volunteers would not be able to devote that much time to the detail work. Decision was tabled for a decision by the board after the legal election.

Following the departure of our guests, the only business required was to decide the questions brought by Mr. Thom for inclusion in the Articles of Incorporation. Jerry Dalton nominated Rick Dixon to serve as an Incorporator, and Rosie Minyard seconded the nomination. The decision was unanimous and Rick agreed.

Since Mr. Thom had agreed that he would be willing to serve as out Resident Agent, we accepted this by acclamation. The records will therefore show that the Resident Agent of Wildridge Association is Gerald Thom, Attorney-At-Law, 714 Main St., P. O. Box 437, Jasper, Indiana 47546. This decision was based on the fact that it will alleviate the need to change the legal and corporate records each time we hold an election. The resident agent is responsible for receiving all legal documents and communications from the Secretary of State for the corporation.

The first annual shareholders meeting of Wildridge Association was agreed on unanimously by the interim board and will be held on the second Saturday in June, which in 1987 will be June 13. Time will be announced later.

Harold Daum asked the Cooks about their liability insurance, and Ron stated that they have a blanket coverage policy in amount of one million dollars, for which they pay five hundred dollars a year. This policy is with Farm Bureau Insurance and is carried by Larry Sanders, Agent, in Jasper. Ron stated that he has talked to Mr. Sanders about the transition and that Mr. Sanders will be glad to discuss coverage with us.

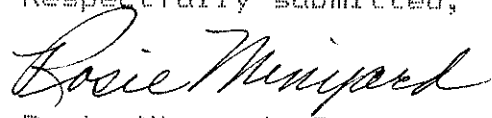
Karl Boehm announced that the special prices on equipment are going to be over very soon, as this is the time of the year to buy lawn and garden equipment. We had been advised by Mr. Thom that we could make no decisions nor transactions until the corporation filing, so no action will be taken until that time.

There were two signed forms in the suggestion box, and both were complaints about water over-running and washing their lots. This will be looked into as soon as possible, but at this time, there is nothing we can do until election.

Jerry announced that Jimmy Carter had died a week ago, and he had picked out a sympathy card for us to sign if we cared to, which we did.

Since there is nothing we can do until the legalities are completed, we agreed to hold off meetings until further notice. Mr. Thom and Mr. Murphy will be in touch with Rick and Jerry who will advise us when we can have an effective meeting.

Respectfully submitted,



Rosie Minyard, Secretary

AGENDA FOR SATURDAY - NOVEMBER 1, 1986

- | | |
|------------------------|---|
| R. Minyard | 1. Submission of minutes with any required corrections for acceptance. |
| J. Dalton/
R. Dixon | 2. Report on status of Incorporation Meeting with Attorney, G. Thom and Jim - Ron Cook, and R. Dixon. |
| K. Burge | 3. Review of financial records and budget for 1987. |
| R. Minyard | 4. Report on status of newsletter. |
| E. Kersage | 5. Review suggestions from previous meeting. |
| Open | 6. Miscellaneous items open for discussion. |

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

Handwritten: 124
12/10/87

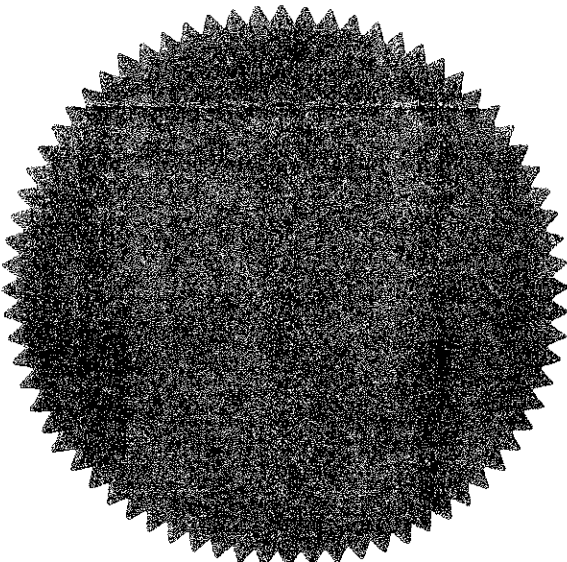
CERTIFICATE OF INCORPORATION

THE WILDRIDGE ASSOCIATION, INC.

EVAN BAYH

I, ~~XXXXXXXXXXXXXXXX~~ Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above not-for-profit corporation, in the form prescribed by this Office, prepared and signed in duplicate by the Incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at this office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in this office; and that the remaining copy(ies) of such Articles bearing the endorsement of my approval and filing has (have) been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this

_____ 3rd _____ day of
February 19 87

~~XXXXXXXXXXXXXXXX~~, Secretary of State
EVAN BAYH

By _____ Deputy

FILED

IND. SECRETARY OF STATE

RECEIVED

CORPORATIONS DIV.

ARTICLES OF INCORPORATION
OF
THE WILDRIDGE ASSOCIATION, INC.

87 FEB 3 P2:41

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as "the Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act, as amended (hereinafter referred to as "the Act"), execute the following Articles of Incorporation.

ARTICLE I

Name

Section 1.1. The name of the Corporation is The Wildridge Association, Inc.

ARTICLE II

Purposes and Powers

Section 2.1. The purposes for which the Corporation is formed are as follows:

Clause (a). To provide for the maintenance, promotion and improvement, and upkeep of Wildridge RV Resort, R.R. #1, Birdseye, Indiana 47513, including roads, recreational areas, and all other amenities, utilities and common areas.

Clause (b). In furtherance of the purposes of the Corporation to act as agent of or representative, for any one or more corporations, associations, partnerships, individuals, or other legal entities, to the extent that such activities are lawful under the Act.

Clause (c). In furtherance of the purposes of the Corporation to transact any or all lawful business for which corporations may be incorporated under the Act.

Section 2.2. In furtherance of the purposes of the Corporation the powers of the Corporation include, subject to any limitation or restriction imposed by the Act, any other law, or any provisions of these Articles of Incorporation, the following:

Clause (a). The same capacity to act as possessed by natural persons and to do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law;

Clause (b). The power to have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now or hereafter amended, and by the common law.

ARTICLE III
Term of Existence

Section 3.1. The period during which the Corporation shall continue is perpetual.

ARTICLE IV
Principal Office and Resident Agent

Section 4.1. The post office address of the principal office of the Corporation is R.R. #1, Birdseye, Indiana 47513.

Section 4.2. The name and post office address of the Corporation's resident agent is Gerald R.Thom, P.O. Box 437, Jasper, Indiana 47546.

ARTICLE V
Membership

Section 5.1. The corporation shall have one (1) class of members. Membership shall be limited to only the owners of record of real estate leases in Wildridge RV Resort.

Section 5.2. There shall be one vote for each real estate lease in Wildridge RV Resort.

Section 5.2. All members shall have equal rights, preferences, limitations and restrictions.

ARTICLE VI
Directors

Section 6.1. The initial Board of Directors of the Corporation shall be composed of seven (7) members. However, the Code of By-Laws may fix the number of directors at any number. In the absence of a By-Law fixing the number of directors the number shall be the number specified for the initial Board of Directors.

Section 6.2. The Code of By-Laws of the Corporation may provide other pertinent provisions concerning the members of the Board of Directors of the Corporation.

Section 6.3. The Board of Directors, subject to any specific limitations or restrictions imposed by the Act or these Articles of Incorporation, shall direct the carrying out of the purpose and exercise the powers of the Corporation, without previous authorization or subsequent approval by the Shareholders of the Corporation.

Section 6.4. The name and post office address of the initial members of the Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Kenneth J. Burge	4605 Atterberry Ct. Louisville, Kentucky 40216
Richard C. Dixon	1833 S. Boeke Road Evansville, Indiana 47714
Karl J. Boehm	1021 Third Avenue Jasper, Indiana 47546
Rosemary Minyard	917 N. 8th Street Vincennes, Indiana 47591
Clarence B. Switzer	c/o John Switzer Box 278, R.R. #2 West Baden, Indiana 47469
Jerry L. Dalton	R.R. #2, Box 334 Mitchell, Indiana 47446
Harold C. Daum	R.R. #1 Princeton, Indiana 47670

ARTICLE VII
Incorporator

Section 7.1. The name and post office address of the incorporators of the Corporation are as follows:

Name and Address

Jimmie D. Cook
1388 W. 15th Street
Jasper, IN 47546

Richard C. Dixon
1832 S. Boeke
Evansville, IN 47714

ARTICLE VIII
Statement of Property and Value

The Corporation shall take over, upon its incorporation, the fee simple ownership of Wildridge RV Resort, subject to the 99 year leases. The value of such property is estimated to be in excess of one thousand dollars.

ARTICLE IX
Provisions for Regulation and Conduct
of Affairs of Corporation

Section 9.1. Meetings of the members of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the Code of By-Laws of the Corporation or in the respective notices, or waivers of notice, thereof. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if, prior to such action, a consent in writing setting forth the action to be taken is signed by all of the members entitled to vote with respect thereto, and such written consent is filed with the minutes of the proceedings of the members.

Section 9.2. Meetings of the Board of Directors of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the Code of By-Laws of the Corporation or in the respective notices, or waivers of notice, thereof. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if, prior to such action, a consent in writing setting forth the action to be taken is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 9.3. Except as otherwise provided by Law, the records, documents and agreements of the Corporation may be kept at any place or places within or without the State

of Indiana, as may be specified in the Code of By-Laws of the Corporation.

Section 9.4. Each member of the Board of Directors of the Corporation shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of the Corporation's officers and employees as to the value and amount of the assets, liabilities, and net profits or losses of the Corporation, or any of such items or in relying in good faith upon any other such information.

Section 9.5. The Corporation reserves the right to increase or decrease the number of the Corporation's members and to reclassify the same, and to amend, alter, or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision in the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter permitted by the provisions of the Act, or by the provisions of any other applicable statute of the State of Indiana and all rights conferred upon members in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Section 9.6. No member of the corporation shall receive any earnings compensation or payment from such corporation, except a member who is an officer, director, or employee of the corporation, in which event he may receive fair and reasonable compensation for his services as officer, director, or employee. A member may also receive principal and interest on monies loaned or advanced to the corporation.

Section 9.7. The corporation shall be prohibited from establishing, administering or managing any rental pool or other agency arrangement for raising or distributing rents or like payments from leaseholds in the Wildridge RV Resort, or from engaging in direct marketing, brokerage, or the purchase or sale of leaseholds for its own benefit or for that of its members or others.

Section 9.8. Upon dissolution, after all corporate debts and liabilities are paid and discharged, the corporation may repay any member of the corporation the amount advanced or loaned to the corporation by him, together with simple interest at the rate of six percent (6%) per annum, and no more, after which any member may receive an amount equal to the amount paid in by him as membership dues or otherwise with no interest. If any assets remain after distribution in this manner, they shall be distributed in the manner provided as follows:

Clause (a). Transfer all of its assets or, any assets remaining after distribution in the manner provided above, to any other not-for-profit corporation, organized for purposes substantially the same as those of this corporation; OR

Clause (b). Escheat to the state of Indiana all of its assets or any assets remaining after distribution as provided above. These assets shall be paid into the general treasury of the state of Indiana through payment to the treasurer of state.

Section 9.9. The Code of By-Laws may provide other pertinent provisions for the regulation of the business and conduct of the affairs of the Corporation.

Section 9.10. (a) Every person who is or was a director of the Corporation shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in Ind. Code §§ 23-1-37-3 and -4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director (as defined in Ind. Code § 32-1-37-2) of the Corporation, provided that such person is determined in the manner specified in Ind. Code § 23-1-37-12 to have met the standard of conduct specified in Ind. Code § 23-1-37-8. The Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding, subject to the requirements of Ind. Code § 23-1-37-10. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in Ind. Code § 23-1-37-12 to determine whether such person is entitled thereto. Every person who is an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a Director.

(b) Nothing contained in this Section shall limit or preclude the exercise of any right under the Act or otherwise relating to indemnification of or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

Section 9.11. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are

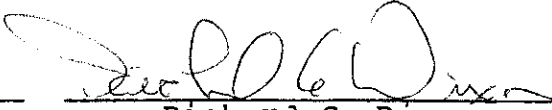
interested, or between the Corporation and any corporation, partnership or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, or in which the Corporation is a member, shareholder, or otherwise interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction, by a vote of a majority of the disinterested Directors present, notwithstanding the fact that such majority of the disinterested Directors present may not constitute a quorum, a majority of the Board of Directors, or a majority of the Directors present at the meeting at which the contract or transaction is considered. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 9.12. The Board of Directors of the Corporation shall have the power, without the assent or vote of the members, to make, alter, amend or repeal the Code of By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Code of By-Laws.

Section 9.13. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon Shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned, being the incorporators designated in Article VI, execute these

Articles of Incorporation and certify to the truth of the facts herein stated.

 <hr/> Jimmie D. Cook	 <hr/> Richard C. Dixon
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STATE OF INDIANA)
) SS:
 COUNTY OF DUBOIS)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that, on the 31st day of January, 1987, Jimmie D. Cook personally appeared before me, acknowledged the execution thereof, and swore to the truth of the facts therein stated.



 Gerald R. Thom, Notary Public

My Commission Expires: 5-25-89
 My County of Residence: Dubois

STATE OF INDIANA)
) SS:
 COUNTY OF DUBOIS)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that, on the 31st day of January, 1987, Richard C. Dixon personally appeared before me, acknowledged the execution thereof, and swore to the truth of the facts therein stated.



 Gerald R. Thom, Notary Public

My Commission Expires: May 25, 1989
 My County of Residence: Dubois

This instrument was prepared by Gerald R. Thom,
 Attorney at Law, 714 Main Street, Jasper, Indiana.