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John Y. Brown III
Secretary of State

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ARTICLES OF INCORPORATION

OF

HERITAGE PLACE HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator executes these articles of incorporation for the purpose of forming and does hereby form a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 et seq., in accordance with the following provisions.

ARTICLE I

Name

The name of the corporation is HERITAGE PLACE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is organized are as follows:

(A) To establish a corporate residential real estate management association within the meaning of Section 528 of the Internal Revenue Code as amended, and to perform all of the functions provided in for the Restrictions for HERITAGE PLACE, including those functions which may be assigned to it now or in the future by the developer of said subdivision. The corporation is not organized for profit and will be operated exclusively for the promotion of the social welfare of its members and the community at large. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to any private persons, including, but not limited to, any members, officers or directors.

(B) In furtherance of the general purposes in paragraph (A), the particular purposes of the corporation are: To provide for the maintenance and upkeep of the common/open areas of Heritage Place Subdivision; the maintenance of roads and roadways in the subdivision if not undertaken by a unit of local government; to maintain in its discretion such items as watering systems, sidewalks, storm drains, and entrances; and to do such other things to provide for the social benefit, health and welfare of its members and the community.

ARTICLE III

Directors

The business and affairs of the corporation shall be governed by a board of directors. The initial board of directors or shall be comprised of five (5) members who shall serve until the first annual election of directors and until their successors are elected and qualify. At the time of the first annual election of directors, five (5) directors shall be elected to serve for the ensuing year. The names and mailing addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Joseph J. Capalbo	6812 Chimney Hill Road Crestwood, KY 40014
Bill Price	6711 Chimney Hill Road Crestwood, KY 40014
Randee Norris	4025 Old Farm Drive Crestwood, KY 40014
Melissa Harjes	4023 Old Farm Drive Crestwood, KY 40014
Shaun S. Wallace	6916 Chimney Hill Road Crestwood, KY 40014

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 6506 West Highway 22, Crestwood, Kentucky 40014. The name of the initial registered agent at that address is Raymond R. Roelandt, Attorney.

ARTICLE V

Principal Office

The mailing address of the principal office of the corporation is 6812 Chimney Hill Road, Crestwood, Kentucky 40014.

ARTICLE VI

Incorporators

The name and address of the incorporator is Raymond R. Roelandt, 6506 West Highway 22, P.O. Box 307, Crestwood, Kentucky 40014.

ARTICLE VII

Members

The corporation shall have no capital stock, and shall be composed of members rather than shareholders.

ARTICLE VIII

Officers

The bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

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ARTICLE IX

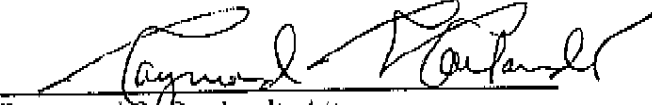
Bylaws

The initial bylaws of this corporation shall be adopted by its Board of Directors and shall provide the manner to alter, amend, repeal and adopt new bylaws. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation. The bylaws of the corporation shall be adopted, and may be amended or repealed, by the board of directors.

ARTICLE X

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the corporation; (ii) for acts or admissions not in good faith or in which involve intentional misconduct or are known to the director to be in violation of the law; or (iii) for any transaction from which the director derives an improper personal benefit.

IN TESTIMONY WHEREOF, witness the signature of the incorporator at Crestwood, Kentucky, on this 1 day of April, 2003.


Raymond R. Roelandt, Attorney

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF OLDHAM)

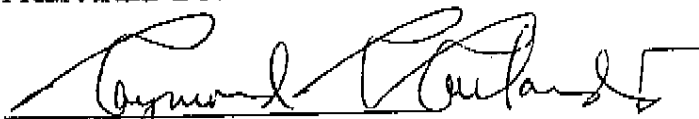
I, the undersigned, a Notary Public in and for the Commonwealth and county aforesaid, do hereby certify that Raymond R. Roelandt personally appeared before me and acknowledged and delivered the foregoing Articles of Incorporation of HERITAGE PLACE HOMEOWNERS' ASSOCIATION, INC., to be his free act and deed as incorporator of said Corporation.

Witness my hand and seal of office this 1 day of April, 2003.

My commission expires 1-22-2004


NOTARY PUBLIC, STATE OF KENTUCKY
AT LARGE

PREPARED BY:



RAYMOND R. ROELANDT
STEWART & ROELANDT
ATTORNEYS AT LAW
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P.O. BOX 307
CRESTWOOD, KY 40014
(502) 241-4660

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