

BY-LAWS
OF
BARDSTOWN WOODS SOUTH HOMEOWNERS ASSOCIATION

ARTICLE 1

OFFICES

The registered office of the corporation in the Commonwealth of Kentucky shall be at the address stated in its Articles of Incorporation but such address may be changed from time to time by the Board of Directors.

The corporation shall have a principal office, and such other offices, wither within or without the Commonwealth of Kentucky, as the Board of Directors may designate or business of the corporation may require from time to time. The principal office of the corporation may be, but need not be, the same as its registered office, and in Jefferson County, Kentucky.

ARTICLE II

MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting of members shall be held on the 1st day of August on each year, beginning with the year 2012 at the hour of 9:00 a.m., local time, for the election of directors and such other business as may properly come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be practicable.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called by the Board of Directors.

SECTION 3. PLACE OF MEETING. The Board of Directors of the president may designate any place, either within or without the Commonwealth of Kentucky, as the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors of by the president, respectively. A waiver of notice signed by all members entitled to vote at a meeting may designate a place, either within or without the Commonwealth of Kentucky, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation, except as otherwise provided in Section 5 of this article.

SECTION 4. NOTICE OF MEETING. Written notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary, or the persons called the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address, with postage thereon prepaid.

SECTION 5. BOOKS OF MEMBERSHIP. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or members entitled to receive any refunds, if any from the home owners association, the Board of Directors shall keep books and on December 31, of each year verify from the PVA records the ownership of the unties comprising Bardstown Woods South Homeowners Subdivision. The owners of record as of December 31, shall be given notice and receive bills for any fees due in the following year.

SECTION 6. VOTING RECORD. The office or agent having charge of the corporate books shall make a record of all members voting at each meeting.

SECTION 7. QUORUM. Upon any regular or duty called meeting a majority of the members who attend shall be authorized to transact business and no majority of the homeowners association shall be required to conduct business.

SECTION 8. PROXIES. At all meeting of members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution.

SECTION 9. VOTING. Each owner of a unit shall be entitled to one vote on each matter presented at any members meeting. If more than one individual co-owns a unit their votes may not be multiplied and multiply owners shall have one vote per unit.

SECTION 10. INFORMAL ACTION BY MEMBERS. Any action required or permitted to be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the members of the homeowners association.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by it's Board of Directors.

SECTION 2. NUMBERS, TENURE, AND QUALIFICATIONS. The number of directors of the corporation shall be three. Each director shall hold office until the next annual meeting of members or until his successor shall have been elected and qualified. Directors must be members of the homeowners association.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held at the same place as the annual meeting of the members.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called.

SECTION 5. QUORUM. A majority of the Board of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 6. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 7. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors, or by a committee thereof, at a meeting may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors, or by all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of the directors by the shareholders.

SECTION 9. COMPENSATION. Directors shall not receive any compensations for their services.

ARTICLE IV

OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall be a president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of members. IF the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meeting of the shareholders and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, and deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegate by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties.

SECTION 6. SECRETARY. The secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose: (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law: (c) be custodian of the corporate records of the deal of the corporation; (d) keep a register of the post office address of each member; (e)

in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 7. TREASURER. The treasurer shall: (a) have charge and custody of and be responsible for all funds; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Articles V of these by-laws: (c) in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in each sum and with such security or sureties as the Board of Directors shall determine.

ARTICLE V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of the indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

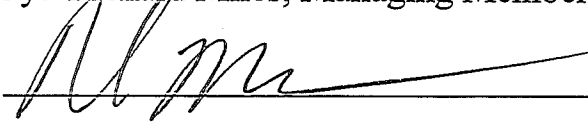
SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January, 2012, and end the 31st day of December each year.

IN TESTIMONY WHEREOF, witness the signature of the Declarant this
17th day of February, 2012.

By: Richard Miles, Managing Member



STATE OF KENTUCKY
COUNTY OF BULLITT

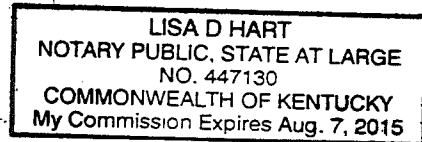
I, the undersigned NOTARY PUBLIC, for and in the County and State aforesaid hereby certify that the foregoing instrument was produced before me in said County and State acknowledged by Richard Miles, Managing Member, party thereto, to be his true act and deed and the true act and deed of said LLC.

Witness my hand this 17th day of February, 2012.

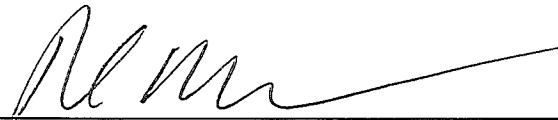


NOTARY PUBLIC, KENTUCKY STATE AT LARGE

My commission expires:



This document prepared by



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