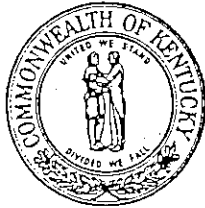


Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

*I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, certify that there has been delivered to my office articles of incorporation of
Bonniewood Association, Inc.*

*The name and address of the registered agent of this corporation is
Brownsboro Hill Corp.*

NAME

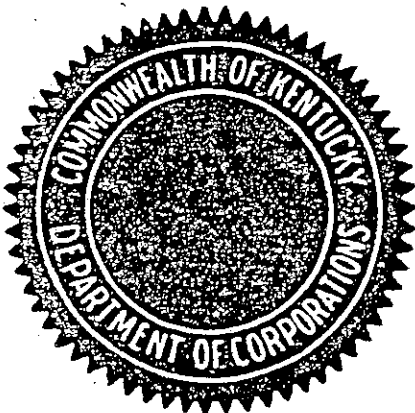
1801 Watterson Trail, P. O. Box 32230

STREET ADDRESS

Louisville, Kentucky

CITY, STATE

NOW, THEREFORE, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, DREXELL R. DAVIS, Secretary of State, issue this Certificate of Incorporation.



*Issued this 4th day of December, 19 84,
at Frankfort, Kentucky.*

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

DEC 04 1984

ARTICLES OF INCORPORATION

OF

BONNIEWOOD ASSOCIATION, INC.

Duffell R. Davis
AV

To the ^{SECRETARY OF STATE} Secretary of State of the Commonwealth of Kentucky:

Pursuant to the provisions of the Kentucky Nonprofit Corporation Act, KRS 273.161 to 273.390, the undersigned Incorporator submits the following Articles of Incorporation:

Article I

Name

The name of the Corporation is Bonniewood Association, Inc.

Article II

Definitions

The following terms shall have the following meanings when used in these Articles of Incorporation:

(a) "Declaration of Restrictions" shall mean the "Bonniewood Subdivision Declaration of Rights and Restrictions," recorded in the Office of the Clerk of Jefferson County, Kentucky, as amended from time to time, affecting the Property.

(b) "Developer" shall mean Brownsboro Hill Corp., a Kentucky corporation, its successors and any person, corporation, association, or entity to which it may expressly assign its rights, or any of them, from time to time, under these Articles of Incorporation.

(c) "Lot" shall mean each single family residential lot which comprises a part of the Property.

(d) "Property" shall mean the property located in Jefferson County, Kentucky, and known as "Bonniewood," a plat of which shall be recorded in the Office of the Clerk of Jefferson County, Kentucky.

Article III

Duration

The period of duration of the Corporation is perpetual.

Article IV

Purposes

The purposes for which the Corporation is organized are to own, manage, maintain, and control the common areas of the Property; to administer and enforce the Declaration of Restrictions; and generally to promote the general welfare and common good of the owners of the Lots.

Article V

Powers

The Corporation shall have all powers conferred by the Kentucky Nonprofit Corporation Act; all powers to exercise and enforce any right or privilege assigned to the Corporation under the Declaration of Restrictions; and all other powers required for or incidental to the purposes for which the Corporation is organized.

Article VIRegistered Office and Agent

The address of the registered office of the Corporation is 1801 Watterson Trail, P.O. Box 32230, Louisville, Kentucky 40232, and the name and address of its registered agent is Brownsboro Hill Corp., 1801 Watterson Trail, P.O. Box 32230, Louisville, Kentucky 40232.

Article VIIDirectors

The number of Directors constituting the initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as the initial Directors are:

J.A. Paradis, Jr.
1801 Watterson Trail
P.O. Box 32230
Louisville, Kentucky 40232

J.A. Paradis, III
1801 Watterson Trail
P.O. Box 32230
Louisville, Kentucky 40232

C.H. Leis
1801 Watterson Trail
P.O. Box 32230
Louisville, Kentucky 40232

The initial Directors shall serve until the first annual meeting of the members and until their successors have been elected and qualified. Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the By-laws.

Article VIIIMembers

Each record owner, whether one or more persons or entities, of fee simple title to a Lot in Bonniewood, but excluding a mortgagee having merely a security interest, shall be a member of the Corporation, but there shall be only one vote for each Lot. Until the Developer has sold the last Lot, or such earlier date as the Developer may determine, Developer shall exercise and retain all voting rights. Subject to the foregoing, admission to and termination of membership and the voting rights of members shall be more particularly governed by the By-Laws.

Article IXBy-Laws

The initial By-laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal or adopt new By-laws shall be vested in the Board of Directors, but shall be subject to change or repeal by the members from and after the date when the members become entitled, as provided in the By-laws, to vote in the election of the Directors.

Article X

Incorporator

The name and address of the incorporator is Ernest W. Williams, 1200 One Riverfront Plaza, Louisville, Kentucky 40202.

DATED: December 3 1984

Ernest W. Williams
Ernest W. Williams

The foregoing instrument was acknowledged before me this 3rd day of December, 1984, by Ernest W. Williams.

My commission expires: February 19, 1988

Katherine C. Key
Notary Public

This instrument was prepared by Ernest W. Williams, 1200 One Riverfront Plaza, Louisville, Kentucky 40202.

Ernest W. Williams
Ernest W. Williams

1984 DEC 11 AM 11:00
A-76707
RECORDED BY [Signature]
INDEXED BY [Signature]
[Signature]
Williams

END OF DOCUMENT