

EXHIBIT "C"  
ARTICLES OF INCORPORATION

OF  
OAKSHIRE CONDOMINIUM COUNCIL OF CO-OWNERS, INC.

The undersigned, CHASE DEVELOPMENT, INC., a Kentucky Corporation, acting by and through its President and Secretary, hereby makes the following declarations for the purpose of forming a nonstock, nonprofit Corporation under KRS Chapter 273, Kentucky Statutes, and certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be OAKSHIRE CONDOMINIUM COUNCIL OF CO-OWNERS, INC., and shall be hereinafter referred to as the "Council".

ARTICLE II

PURPOSE

The purpose for which the Council is organized is as follows:

1. A Condominium Project known as OAKSHIRE CONDOMINIUMS, is planned for construction on certain lands located in Jefferson County, Kentucky, and is more particularly described as follows:

BEGINNING at the intersection of the Southeast line of tract #1 conveyed to Gleeson Wholesale Co., Inc., recorded in Deed Book 4612, Page 427, in the Office of the Clerk of the County Court of Jefferson County, Kentucky, and the Southwest line of Taylorsville Road as widened by deed to the Commonwealth of Kentucky (Department of Highways) and recorded in Deed Book 1712, Page 166,

in the Office of the Clerk of the County Court of Jefferson County, Kentucky, thence South 37 degrees 20 minutes West with the Southeast line of said tract #1 and the Northwest line of the Lottie Owings lot 70.29 feet, thence South 39 degrees 36 minutes West with said Owings lot 199.54 feet to a corner of same, thence South 50 degrees 06 minutes East along the Northeast line of tract #3 conveyed to Gleeson Wholesale Co., Inc., 145.92 feet to a corner of same and in the Northwest line of Brentwood Subdivision, thence South 21 degrees 30 minutes West along said Brentwood Subdivision 281.75 feet to a post, thence North 54 degrees 02 minutes West along the Southwest line of tract #3 219.42 feet to an iron pipe corner to said tract #3 and in the line of tract #2 conveyed to Gleeson Wholesale Co., Inc., thence South 31 degrees 59 minutes West along the line of tract #2 aforesaid and the Northwest line of tract conveyed to Dan Ewing and wife 317.92 feet to a post corner of Henry Jacoby tract recorded in Deed Book 2160, Page 5, in the aforesaid office, thence North 57 degrees 43 minutes West along the North line of the Jacoby tract 33.04 feet to the Southwest corner of tract #2 conveyed to Gleeson Wholesale Co., Inc., thence North 21 degrees East 636.58 feet to a corner post in the line of tract #1 aforesaid, thence North 48 degrees West along the South line of said tract #1 25.56 feet to a corner of same, thence North 67 degrees 02 minutes East along the Northwest line of tract #1 295.25 feet to a point in the Southwest line of Taylorsville Road, as widened, thence South 55 degrees 42 minutes East along Southwest line of Taylorsville Road 66.02 feet to the point of beginning.

BEING the same property conveyed to Chase Development, Inc., by Deed dated April 16, 1974, and recorded in Deed Book 4722, Page 372, in said Clerk's Office.

hereinafter called the "Land". This Council is organized and the purpose of the same is to provide a means of administering

the Condominium Project by the owners thereof, pursuant to Section 381.860 of the Kentucky Revised Statutes -- Condominium Property Law, as amended.

2. The documents creating the Condominium are to be recorded in the Office of the Clerk of the County Court of Jefferson County, Kentucky.

3. The Council shall make no distribution of income to its members, directors or officers.

### ARTICLE III

#### Powers

The powers of the Council shall be governed by the following provisions:

1. The Council shall have all the common law and statutory powers of a Corporation not for profit which are not in conflict with the terms of these Articles.

2. The Council shall have all the powers and duties set forth in KRS Chapter 381 relating to Condominiums and in the Declaration of Condominium (Master Deed) of OAKSHIRE CONDOMINIUMS, when said Declaration (Master Deed) is recorded in the Office of the Clerk of the County Court of Jefferson County, Kentucky.

### ARTICLE IV

#### Membership

The qualifications of members, the manner of their admission and voting by such members shall be as follows:

1. All unit owners shall be members of the Council and no other person or entities shall be entitled to membership.

2. Membership in the Council shall be established by recording in the Office of the Clerk of the County Court of Jefferson County, Kentucky, of a deed or other instrument establishing a change of record title to a condominium unit in the condominium project and the notification in writing to the Council of the record information, the new owner designated by such instrument thereby becoming a member of the Council. The membership of the prior owner shall thereby terminate.

3. The share of a member in the funds and assets of the Council cannot be assigned, pledged or transferred in any manner except as an appurtenance to the individual condominium unit.

4. Members of the Council shall be entitled to vote on a percentage basis, and the percentage of the total vote to which each unit is entitled shall be the percentage of common interest assigned to such unit in the Declaration (Master Deed). Voting rights will be exercised in the manner provided by the By-Laws of the Council.

#### ARTICLE V

##### Directors

1. The affairs of the Council will be managed by a Board of not less than three nor more than seven Directors, as shall

be determined by the By-Laws. Directors need not be members of the Council.

2. Directors of the Council shall be appointed or elected at the annual meeting of the members in the manner set out in the By-Laws. Directors may be removed and vacancies of the Board of Directors shall be filled as set out in the By-Laws.

3. The names and addresses of the members of the initial Board of Directors, which shall be composed of three (3) persons, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES J. ROTH	425 West Ormsby Louisville, Kentucky
GEORGE W. BAUGH	425 West Ormsby Louisville, Kentucky
JEAN NEWMAN	425 West Ormsby Louisville, Kentucky

#### ARTICLE VI

##### Officers

The affairs of the Council shall be administered by officers elected by the Board of Directors of the Council at the annual meeting of the Board of Directors of the Council. The names and addresses of the officers who shall serve until their successors are elected, are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	JAMES J. ROTH	425 West Ormsby Louisville, Ky.
Secretary-Treasurer	GEORGE W. BAUGH	425 West Ormsby Louisville, Ky.

#### ARTICLE VII

##### Indemnification

Every director and officer of the Council shall be indemnified by the Council against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been an officer or director of the Council, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursements as being for the best interest of the Council. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

By-Laws

The By-Laws of the Council shall be those By-Laws set forth in the aforesaid Declaration of Condominium (Master Deed or Exhibit thereto) and may be altered, amended or rescinded in the manner provided by the said By-Laws.

ARTICLE IX

Amendments

Amendments to the Articles of Incorporation shall be adopted in the following manner:

These Articles of Incorporation may be amended at any regular or special meeting of the members of the Council, called in accordance with the By-Laws by the affirmative vote of three-fourths (3/4ths) of the voting percentage of members present at subject meeting, so long as notice of the subject matter of a proposed amendment shall have been included in the notice of such meeting at which a proposed amendment is considered. Each member shall have the amount of votes specified in Article IV of these Articles.

ARTICLE X

Term

The term of the Council shall be the life of the condominium project, unless the Council is terminated sooner by the unanimous action of its members. The Council shall be terminated by the termination of the condominium project in accordance with the condominium documents and the laws of the State of Kentucky.

ARTICLE XI  
Incorporator

The name and business address of the Incorporator in these Articles of Incorporation is:

CHASE DEVELOPMENT, INC., a Kentucky Corporation  
c/o The Mayflower  
425 West Ormsby  
Louisville, Kentucky

ARTICLE XII

Registered Office and Registered Agent

The address of the Council's registered office in this state is The Mayflower 425 West Ormsby, Louisville, Kentucky, and the name and address of its registered agent is JAMES J. ROTH, c/o The Mayflower, 425 West Ormsby, Louisville, Kentucky.

ARTICLE XIII

The Council shall be free to contract with the DEVELOPER, its officers and directors and any other Corporation in which any of them are interested. The officers and directors shall not be personally liable.

IN TESTIMONY WHEREOF, witness the signatures of JAMES J. ROTH and GEORGE W. BAUGH, President and Secretary respectively of CHASE DEVELOPMENT, INC., a Kentucky Corporation, for and on behalf of said Corporation, this 27<sup>th</sup> day of JANUARY 1975, at Louisville, Kentucky.

CHASE DEVELOPMENT, INC.

By: JAMES J. ROTH, President

GEORGE W. BAUGH, Secretary

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The foregoing instrument was acknowledged before me  
by JAMES J. ROTH and GEORGE W. BAUGH, President and Secretary  
respectively of CHASE DEVELOPMENT, INC., a Kentucky Corporation, for  
and on behalf of the Corporation, this 27<sup>th</sup> day of JANUARY, 1975

My Commission Expires: 2/25/78

*[Signature]*  
NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

*[Signature]*  
JOSEPH H. COHN, ESQ.  
Suite 600 Marion E. Taylor Bldg.  
312 South Fourth Street  
Louisville, Kentucky 40202

ORIGINAL COPY  
FILED  
RECORDS & CLERK OF KENTUCKY

JAN 30 1975

*[Signature]*  
RECORDS & CLERK

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PAID 3.00 TAX  
BREWER & MILLER, INC.  
1975 JUL 7 PM 2 17  
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*[Signature]*  
RECORDED

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APT. OWNERSHIP  
BOOK 8 PAGE 1-7  
FILE NO. 71

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75 JUL 29 P 2: 37  
PAID 5.00 NO. TAX  
BREWER & MILLER, INC.  
*[Signature]*