

ARTICLES OF INCORPORATION
OF PROSPECT VILLAGE PROFESSIONAL OFFICE CONDOMINIUMS
COUNCIL OF CO-OWNERS, INC.

The undersigned Incorporator has executed these Articles of Incorporation for the purpose of forming and does hereby form a non-stock, non-profit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

REC'D
APR 13 11 38 AM '00

ARTICLE I

NAME

The name of this corporation is "Prospect Village Professional Office Condominiums Council of Co-Owners, Inc."

ARTICLE II

PURPOSES

The general purpose of this corporation is to be the "Council of Co-Owners" as defined in the Kentucky Condominium Property Law, and as amended, for the operation and administration of "Prospect Village Professional Office Condominiums", a condominium established in Prospect, Jefferson County, Kentucky, pursuant to the provisions of the Kentucky Condominium Property Law.

ARTICLE III

POWERS

This corporation shall have all the powers conferred upon a non-stock, non-profit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes, as amended;

all of the powers conferred upon the Council of Co-Owners under the provisions of the Kentucky Condominium Property Law and, as amended; all of the powers conferred upon the corporation in the Master Deed for "Prospect Village Professional Office Condominiums" which document is recorded by the Incorporator in the Office of the Clerk of Jefferson County, Kentucky; and, all of the powers necessary and proper, convenient and desirable in order to fulfill and further the purpose of this corporation.

ARTICLE IV

DURATION

The duration of this corporation shall be perpetual or until the corporation is sooner terminated by the members in the manner prescribed in Chapter 273 of the Kentucky Revised Statutes.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The principal registered office in the Commonwealth of Kentucky of this corporation is 7400 New LaGrange Road, Suite 404, Louisville, Jefferson County, Kentucky 40222, and the registered agent of this corporation in the Commonwealth of Kentucky is W. Glenn Hogan, whose address is 7400 New LaGrange Road, Suite 404, Louisville, Jefferson County, Kentucky

ARTICLE VI

MEMBERS

All persons who are owners of units in "Prospect Village Professional Office Condominiums"

shall be members of this corporation and the membership in this corporation shall be limited to such owners of such units. Membership in the corporation shall terminate when a person or other entity is no longer the owner of a unit. Subject to the foregoing, admission to and termination of membership and the voting rights of members shall be more particularly governed by the Master Deed and the By-Laws for "Prospect Village Professional Office Condominiums".

ARTICLE VII

INCORPORATOR

The incorporator of this corporation is W. Glenn Hogan, whose address is 7400 New LaGrange Road, Suite 404, Louisville, Jefferson County, Kentucky 40222.

ARTICLE VIII

DIRECTORS

The affairs of this corporation are to be conducted initially by a Board of Directors consisting of three members. The initial Board of Directors of this corporation shall consist of three (3) people who shall serve until their successors are duly elected and qualified in the manner prescribed for in the By-Laws of this corporation and/or the Master Deed. The name and address of the initial Director is:

W. Glenn Hogan, 7400 New LaGrange Road, Suite 404, Louisville, Jefferson County, Kentucky 40222.

Michael W. Poole, 7400 New LaGrange Road, Suite 404, Louisville, Jefferson County, Kentucky 40222.

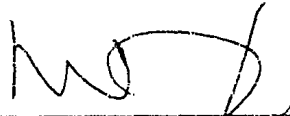
Kevin A. Schreiber, 7400 New LaGrange Road, Suite 404, Louisville, Jefferson County, Kentucky 40222.

ARTICLE IX

BY- LAWS

The initial By-Laws for this corporation shall be adopted by the initial Board of Directors of the corporation and may be amended or appealed by a majority of the members in the manner provided for in the By-Laws of the corporation.

Signed, acknowledged and sworn to by the Incorporator in Louisville, Jefferson County, Kentucky this _____ day of _____, _____.



W. GLENN HOGAN

STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

I hereby certify that the foregoing Articles of Incorporation were acknowledged before me this _____ day of _____, _____, by W. GLENN HOGAN.

My Commission Expires: _____
NOTARY PUBLIC, JEFFERSON COUNTY, KENTUCKY

This instrument was prepared by:
