

ARTICLES OF INCORPORATION

PLAINVIEW RESIDENTS' ASSOCIATION, INC.

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1. Name. The Corporation's name shall be PLAINVIEW RESIDENTS' ASSOCIATION, INC.

2. Duration. The Corporation's duration shall be perpetual.

3. Definitions. As used in these Articles of Incorporation the following terms shall have the following meanings:

(a) "Plainview Corporation" shall mean Plainview Farms Development Corporation, and shall include any person; corporation or association to which it may expressly assign its rights, or any of them, from time to time under these Articles of Incorporation.

(b) "Plainview Subdivision" shall mean the property owned by Plainview Corporation described in three deeds, which are recorded in the Jefferson County, Kentucky, County Court Clerk's office on December 23, 1971, in Deed Book 4482, at pages 58, 79 and 102.

(c) "Declaration of Restrictions" shall mean any Declaration of Restrictions, as amended from time to time, affecting any portion of Plainview Subdivision.

(d) "Residential Unit" shall mean each single family residential lot, condominium apartment or similar property, the owner of which is a member of the Corporation pursuant to any Declaration of Restrictions.

4. Purposes. The Corporation is organized under the Kentucky Nonprofit Corporation Act and the purposes and objects for which and for any of which the Corporation is formed are as follows:

(a) To promote the social welfare and serve the common good and general welfare of the members of the Corporation and to construct, operate, maintain and repair any common structure, facility, way or ground, whether owned by the Corporation or not, within Plainview Subdivision.

(b) Notwithstanding the generality of the foregoing, the Corporation shall not (1) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, or (2) directly or indirectly participate in, intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

5. Powers. In addition to all other powers the Corporation

may have pursuant to the Kentucky Nonprofit Corporation Act, the Corporation shall have the powers to:

(a) Exercise and enforce any right or privilege assigned to it under any Declaration of Restrictions; and

(b) Assess, levy and collect assessments against each Residential Unit and against members of the Corporation as provided in any Declaration of Restrictions.

6. Internal Affairs. Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The membership of the Corporation shall consist of the members designated from time to time in Declaration of Restrictions, and such members shall be classified as follows:

(1) Class A membership shall consist of all members other than Plainview Corporation.

(2) Class B membership shall consist of Plainview Corporation.

(b) Each member shall have one vote in respect of each Residential Unit owned by such member, but the right of Class A members to vote may be exercised only in accordance with subparagraph 6(c).

(c) Class A members shall not be entitled to exercise any vote until the earlier of

(1) December 31, 1979, or

(2) Such time as in the sole determination of Plainview Corporation it owns less than ten percent of all single family residential lots, condominium apartments and similar property shown on the "Master Plan of Plainview Farm," approved as the preliminary subdivision plan by the Louisville and Jefferson County Planning Commission in docket number 10-50-66.

(d) Nothing in these Articles of Incorporation shall limit the right of Plainview Corporation to alter in any way said master plan - preliminary subdivision plan at any time and from time to time

(e) No part of the Corporation's net earnings shall inure to the benefit of any individual or any shareholder of the Corporation.

(f) Upon the dissolution or final liquidation of the

Corporation any remaining assets of the Corporation shall be distributed to one or more organizations, designated by the Board of Directors at that time, to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes of the Corporation. Each of such organizations shall be exempt from federal tax under § 501(c)(3), § 501(c)(4) or § 501(c)(7) of the Internal Revenue Code of 1954, as amended, or under corresponding legislation if the Internal Revenue Code of 1954 is not then in effect.

7. Office of the Agent. The address of the Corporation's initial Registered Office shall be P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky, 40207, and the name of its initial Registered Agent at such address shall be A. Thomas Sturgeon, Jr.

8. Board of Directors. The number of directors constituting the Corporation's initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Samuel G. Miller	P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky, 40207
Richard D. Thurman	P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky, 40207
A. Thomas Sturgeon, Jr.	P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky, 40207

9. Incorporator. The name and address of the sole incorporator is A. Thomas Sturgeon, Jr., P. O. Box 7781, 607 Hurstbourne Lane, Louisville, Kentucky, 40207.

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PLAINVIEW RESIDENTS' ASSOCIATION, INC.
ARTICLES OF AMENDMENT

Mar 9 8 57 AM '92

BOB BRADAGE
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY *[Signature]*

The Plainview Residents' Association, Inc., a non-stock, non-profit corporation, pursuant to KRS 263.267, submits the following Articles of Amendment, to-wit:

1. The name of the corporation is Plainview Residents' Association, Inc.

2. The amendment adopted to section 8 of the Articles of Incorporation is set forth below as follows:

"Any Director may be removed from the Board of Directors in such manner and method as may be prescribed in the Bylaws".

3. (A) The foregoing amendment to the Articles of Incorporation was adopted at a special meeting of the members, held pursuant to KRS 273.263 (1), which meeting took place on Monday, January 13, 1992. A quorum of members were represented in person or by proxy at the meeting, and the foregoing amendment received in excess of two-thirds (2/3) of the votes the members present at such meeting or represented by proxy were entitled to cast.

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PREPARED BY:

[Signature]
MELKE KELLY
713 West Main Street
Louisville, KY 40202
(502)589-6380

[Signature]
DAN FOSLER, PRESIDENT

DATE: Feb 10, 1992

[Signature]
CAROL GABE, SECRETARY

DATE: Feb. 10, 1992



OFFICE OF THE SECRETARY OF STATE
BREMER EHRLER, SECRETARY OF STATE

STATEMENT OF CHANGE
OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH

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\$ 5.00
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Pursuant to the provisions of Kentucky Revised Statutes Chapters 271B or 273, the undersigned corporation organized in the state of KENTUCKY submits the following statement for the purpose of changing its registered office or registered agent or both in the Commonwealth of Kentucky:

The name of the corporation PLAINVIEW RESIDENTS' ASSOCIATION, INC.

Street address of its present registered office 10111 Timberwood Circle

Street address of registered office is hereby changed to 1205 Stoney Point Trace
Louisville, Ky., 40223

Name of present registered agent William F. Routh

Name of registered agent is hereby changed to Daniel Fosler

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Dated February 25, 19 91

PLAINVIEW RESIDENTS' ASSOCIATION, INC. CONSENT OF NEW AGENT

Name of Corporation

I consent to serve as new registered agent for this corporation.

✓ By Daniel H. Fosler
Signature of Officer

✓ Daniel H. Fosler
Signature of New Agent

Vice President
Title of Officer