

BOOK 0483 PAGE 249
ARTICLES OF INCORPORATION
OF
WYNFIELD ASSOCIATION, INC.

RECEIVED & FILED
AUG 11 9 52 AM '95
SECRETARY OF STATE
KENTUCKY

To the 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 Wynfield 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 Declaration of Rights and Restrictions for Wynfield Subdivision, recorded in the office of the Clerk of Jefferson County, Kentucky, as amended from time to time, affecting the Property.

(b) "Developer" shall mean Zorn Chester Homes, Inc., 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 "Wynfield," 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 and all rights or privileges 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

Article VI

Principal Office, Registered Office and Agent

The address of the registered office of the Corporation is 800 Meidinger Tower, Louisville, Kentucky 40202, and the name and address of its registered agent is Zorn Cluster Homes, Inc., 800 Meidinger Tower, Louisville, Kentucky 40202. The address of the principal office is 800 Meidinger Tower, Louisville, Kentucky 40202.

Article VII

Directors

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

James R. Flautt, M.D.
816 10 1/2 St. SW
Rochester, MN 55902

Charles I. McCarthy
2001 Brown & Williamson Tower
Louisville, KY 40202

Gene P. Gardner
2001 Brown & Williamson Tower
Louisville, KY 40202

Henry M. Potter
800 Meidinger Tower
Louisville, KY 40202

Samuel G. Miller
4360 Brownsboro Road
Louisville, KY 40207

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 VIII

Members

Each record owner, whether one or more persons or entities, of fee simple title to a Lot in Wynfield, 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 IX

By-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 Henry M. Potter, 800 Meidinger Tower, Louisville, Kentucky 40202.

DATED: 9/1/95, 1995

Henry M. Potter
Henry M. Potter

The foregoing instrument was acknowledged before me on August 1, 1995, by Henry M. Potter.

Jane S. Hummer
Notary Public

Commission Expires: 3/31/98

This Instrument Prepared by

Timothy W. Martin
Brown, Todd & Heyburn
3200 Capitol Holding Center
Louisville, Kentucky 40202-3363

Timothy W Martin

KPS.D9948
022\WPROC\022_5201.CLN
rm 11394 6:34pm

END OF DOCUMENT

A 100677

Document No: 1995100677
Lodged By: BTH
Recorded On: Aug 23, 1995 03:39:24 P.M.
Total Fees: \$13.00
County Clerk: Rebecca Jackson
Deputy Clerk: KATHYL