

**ARTICLES OF INCORPORATION
OF
RIDGEVIEW PLACE HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, acting as an incorporator of a corporation under the Kentucky Non-Profit Corporation Act, adopts the following Articles of Incorporation for the corporation.

ARTICLE 1

Section 1.1 *Name.* The name of the corporation is Ridgeview Place Homeowners' Association, Inc. (the "Corporation").

ARTICLE 2

Section 2.1 *Nonprofit.* The Corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE 3

Section 3.1 *Duration.* The period of its duration is perpetual.

ARTICLE 4

Section 4.1 *Purposes.* The purpose for which the Corporation is organized is to promote and develop the common good and social welfare of residents of Ridgeview Place Subdivision (the "Subdivision") described in Plat Book 5, Page 128 in the Office of the Clerk of Oldham County Kentucky, and to specifically serve as the Ridgeview Place Homeowners' Association (the "Association") described in paragraph 11 of the Declaration of Restrictions recorded in Restriction Book 7, Page 79 in the Office of the Clerk of Oldham County, Kentucky (the "Restrictions").

Section 4.2 *Association obligations.* The Corporation shall assume all obligations of the Association arising on or after the date hereof; provided, however, that the Corporation shall not be obligated to assume any obligation of the developer of the Subdivision, or its successors in interest, under paragraph 13 of the Restrictions until such time as the public roads, streets and drainage facilities have been accepted by Oldham County, Kentucky into the County Road System and all performance bonds related thereto have been released.

Section 4.3 *Corporate powers.* The Corporation shall have the power:

- (a) to take and hold any property;
- (b) to establish, administer, and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens, assessments or other charges for the support and benefit of the Corporation and the welfare or betterment of the Subdivision and its residents;

(c) to construct, install, extend, operate, maintain, repair, and replace utilities, systems, services, or other facilities on the property for the welfare or betterment of the Subdivision and its residents;

(d) to manage, regulate, and control the common or community use areas of the Subdivision for the welfare or betterment of its residents;

(e) to sell, convey, dispose of or lease any property;

(f) to lay out, open, construct and maintain public streets and roads within the Subdivision; and

(g) to purchase, own, lease and operate for the benefit and use of the residents of the Subdivision, recreational facilities and to apply for and hold, sell, lease or convey franchises or apply for the transfer of licenses issued by governmental agencies pertaining to such facilities.

The Corporation shall have all powers conferred upon it by law unless inconsistent with the provisions of this Article. The Corporation shall not be organized nor operated for profit, nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5

Section 5.1 *Membership*. Every person or entity who is the owner of fee title in a lot in the Subdivision shall be a member of the Corporation (hereinafter referred to as a "Member" or "Members" as the context requires). For the purpose of determining membership, ownership will be deemed to have vested upon recordation of a duly executed deed to the grantee or vendee.

Section 5.2 *Voting rights*. Members shall be all the owners as defined in Section 5.1 hereof. Members shall be entitled to one vote for each lot in which they hold the interest required for membership by Section 5.1 as shown by the records of the Corporation as of the last day of the month preceding the calendar month which includes the next membership meeting. When more than one person holds such interest or interests in any lot, all such persons shall be Members and the vote for the lot or living unit shall be exercised as they may among themselves determine, but in no event shall more than one vote be cast for any one lot. Directors shall be elected by a plurality of the votes cast by the Members at any annual meeting or special meeting at which directors are elected.

Section 5.3 *Suspension of membership rights*. The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if the Member has failed to pay when due any assessment or charge lawfully imposed upon him/her or any property owned by him/her until such time as all assessments have been paid in full, or if the Member, his/her family, his/her tenants, or guests of any of them, shall have violated any rule or regulation of the Corporation regarding the use of any property or conduct until such violation shall have been cured to the reasonable satisfaction of the Board of Directors.

ARTICLE 6

Section 6.1 *Registered office and agent.* The street address of the initial registered office of the Corporation is 400 West Market Street, Suite 1800, Louisville, Kentucky. The name of the initial registered agent of the Corporation in this state is S&H Louisville, LLC.

ARTICLE 7

Section 7.1 *Board of Directors.* The initial Board of Directors shall consist of three directors who shall hold office until the first meeting of the Members. At the first meeting of the Members, (i) the number of directors constituting the Board of Directors shall be increased to five and (ii) a new Board of Directors shall be elected. The Board of Directors shall be the governing body of the Corporation and the Association. The members of the Board of Directors shall be divided into two classes. The first class shall consist of two Directors who shall be elected to two year terms beginning at the 2006 annual meeting. The second class shall consist of three Directors who shall be elected to two year terms beginning at the 2007 annual meeting. The names and addresses of those persons who shall act as the initial directors until the first meeting of the Members are:

Barry A. Hines
12219 Ridgeview Drive
Goshen, Kentucky 40026

Tony Welle
12218 Ridgeview Drive
Goshen, Kentucky 40026

Joyce Albertsen
12111 Ridgeview Drive
Goshen, Kentucky 40026

Section 7.2 *Voting.* Except as herein otherwise specified, the decision of the majority of the directors currently serving shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each director shall be entitled to one vote on every matter presented to the Board of Directors.

Section 7.3 *Meetings.* Any meeting of the Members or of the Board of Directors of the Corporation may be held inside or outside the Commonwealth of Kentucky.

ARTICLE 8

Section 8.1 *Limits on Director's Liability.* No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of his duties as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (iii) for any transaction from which the director derived an improper personal benefit. If the Kentucky Nonprofit Corporation Acts are amended after the date of the

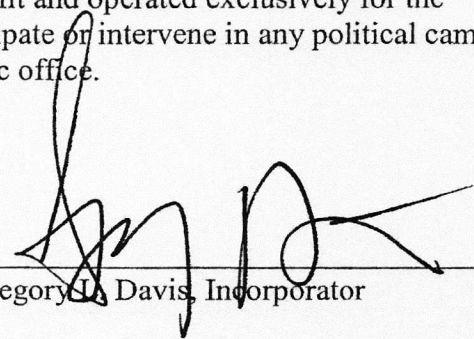
filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Nonprofit Corporation Acts, as so amended, and without the necessity for further corporate action in respect thereof. Any repeal or modification of this Article by the Members of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 8.2 *Indemnification.* The Corporation shall, to the fullest extent permitted by Kentucky law, indemnify any director or officer of the Corporation from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities including, but not limited to, judgments, fines, penalties and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal relating thereto), whether formal or informal, and whether made or brought by or in the right of the Corporation or otherwise, in which such person is, was or at any time becomes a party or witness, or is threatened to be made a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a director, officer, employee or agent of the Corporation or, at the Corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification authorized by this Section 8.2 shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Articles or the Bylaws of the Corporation, agreement, vote of Members or disinterested directors or otherwise. The Corporation may take such steps as may be deemed appropriate by the board of directors to provide and secure indemnification to any such person, including, without limitation, the execution of agreements for indemnification between the Corporation and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Section 8.2.

ARTICLE 9

Section 9.1 *Liquidation into successor organization.* Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds of the property, shall be distributed to the Members of the Corporation as such, but all the property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the Members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Dated: March 10, 2005



Gregory D. Davis, Incorporator

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 273.182(2), the undersigned as the initial registered agent, and agent for service of process identified in Article 6 of the Articles of Incorporation of Ridgeview Place Homeowners' Association, Inc. (the "Corporation") hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or the initial registered agent resigns in accordance with the Kentucky Nonprofit Corporation Acts.

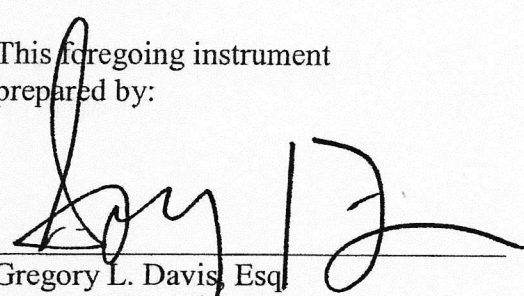
S & H LOUISVILLE, LLC

Date: March 10, 2005

By: 

Gregory L. Davis, Member

This foregoing instrument
prepared by:


Gregory L. Davis, Esq.
STITES & HARBISON, PLLC
400 West Market Street
Suite 1800
Louisville, Kentucky 40202-3352