

ARTICLES OF INCORPORATION RECEIVED & FILED  
OF  
FOREST SPRINGS NORTH HOMEOWNERS ASSOCIATION, INC.

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JAMES BROWN III  
SECRETARY OF STATE  
COMM. OF KENTUCKY

The Incorporator does hereby form a corporation under the Kentucky Nonprofit Corporation

Act, and in application thereof states as follows:

1. **NAME.** The Corporation's name shall be FOREST SPRINGS NORTH HOMEOWNERS 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) "Developer" shall mean Forest Springs North, LC, 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) "Forest Springs North Homeowners Association" shall mean the property known as Forest Springs North, a residential subdivision, title to which was acquired by deeds of record in Deed Book 7144, Page 966 and Deed Book 7144, Page 970 in the Jefferson County Clerk's office. The Corporation shall also control not only the subdivision known as Forest Springs North Subdivision but any other properties which the developer or any other persons may add to and make subject to the same Restrictions and a part of the same homeowners association.

(c) "Declaration of Restrictions" shall mean any Declaration of Covenants and Restrictions, as amended from time to time, affecting any portion of the Forest Springs North Subdivision.

(d) "Residential Unit" shall mean each single family residential lot 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 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 the Forest Springs North 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 distributing 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 the Declaration of Restrictions; and
- (b) Assess, levy and collect assessments against each Residential Unit and against members of the Corporation as provided in the 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 the Declaration of Restrictions, and such members shall be classified as follows:
  - (1) Class A membership shall consist of all members other than Developer.
  - (2) Class B membership shall consist of Developer.
- (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, 2012, or,
  - (2) Such time as in the sole determination of Developer, Developer owns less than ten (10%) percent of all single family residential lots and similar property in Forest Springs North Subdivision.
- (d) Nothing in these Articles of Incorporation shall limit the right of Developer to alter in any way its plans for the development of sections of Forest Springs North Subdivision 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 operate to 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 AND AGENT. The address of the Corporation's initial registered office shall be 1200 One Riverfront Plaza, Louisville, Kentucky 40202, and the name of its initial Registered Agent at such address shall be Robert L. Ackerson.

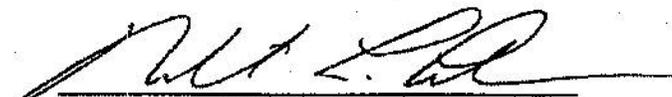
8. PRINCIPAL OFFICE. The principal office of the Corporation shall be 3413 Breckenridge Lane, Louisville, Kentucky 40220.

9. 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>
Robert J. Thieneman	3413 Breckenridge Lane Louisville, KY 40220
James W. Susemichel	1504 Sylvan Way Louisville, KY 40205
Robert L. Ackerson	1200 One Riverfront Plaza Louisville, KY 40220

10. INCORPORATION. The name and address of the sole incorporator is Robert L. Ackerson, 1200 One Riverfront Plaza, Louisville, Kentucky 40202.

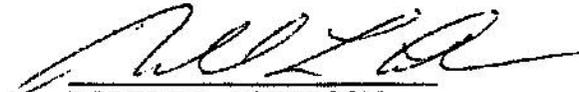
IN WITNESS WHEREOF, the incorporator's signature on these Articles of Incorporation this 17<sup>th</sup> day of Nov., 1999.

  
ROBERT L. ACKERSON

BOOK 0055010648

The undersigned, ROBERT L. ACKERSON, does state hereby that he is the initial registered agent of FOREST SPRINGS NORTH HOMEOWNERS ASSOCIATION, INC., and that by his signature hereto does indicate his consent to serve in that capacity and he shall continue to serve until his resignation or removal.

Date: Nov. 17, 1999

  
ROBERT L. ACKERSON

Document No.: DN1999191427  
Lodged By: ACKERSON  
Recorded On: 11/29/1999 02:48:07  
Total Fees: 11.00  
Transfer Tax: .00  
County Clerk: Bobbie Holsclaw-JEFF CO KY  
Deputy Clerk: KELMAL

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