

SECRET

ARTICLES OF INCORPORATION

OF

1984 19 1984

WOODLAND HILLS OF SOUTHGATE

*Duffell & Davis* COUNCIL OF CO-OWNERS, INC.

84 JAN 21 AM 10 18

The undersigned, being over the age of twenty-one (21) years, does hereby voluntarily form a non-stock, non-profit Kentucky corporation in accordance with the provisions of Kentucky Revised Statutes Chapter 273.

ARTICLE I

#1618  
*Merion Marsh*

The name of the corporation is Woodland Hills of Southgate

Council of Co-owners, Inc., hereinafter sometimes called the "Council".

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The corporation is formed for the purpose of being and functioning as a council of co-owners for the condominium project located in Southgate, Campbell County, Kentucky, known as the Woodland Hills Condominiums.

The condominium project was established pursuant to a Declaration of Master Deed, dated December 12, 1983, of record in the Campbell County Clerk's records at Newport, Kentucky, including such amendments as may be made to the Declaration from time to time. The corporation shall have full power:

- (a) to exercise all of the powers and to perform all of the duties and obligations of the Council as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference, as if set forth herein;

(b) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Council; and

(c) to have and to exercise any and all powers rights and privileges which a corporation organized under the non-profit corporation statutes of the Commonwealth of Kentucky by law may now or hereafter have or exercise.

#### ARTICLE IV

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants of record to assessment by the Council, including contract sellers, shall be a member of the Council. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Council.

#### ARTICLE V

Each unit is entitled to one vote, to be exercised by the owner of record of the fee interest in that unit. The person or entity who holds an interest in a unit merely as security for the performance of an obligation is not considered an owner and is not entitled to a vote. If more than one person, group of persons, or entity is the record owner of a fee interest in any unit, then the vote for such unit shall be exercised as the owners among themselves determine; but in no event shall more than one vote be cast with respect to any unit; and, unless Council has been notified to the contrary in writing signed by a record owner of a fee interest in any unit, Council may accept as the vote for

that unit on any given voting occasion, the first vote which Council receives on the given voting occasion from any record owner of a fee simple interest in the unit.

ARTICLE VI

The registered office of the Council shall be at 200 Covington Mutual Building, 629 Madison Avenue, Covington, Kentucky 41011, and the registered agent, at the same address is T. J. Brandt.

ARTICLE VII

The affairs of the Council shall be managed by a Board of Directors, the number of which shall be set by the By-Laws. A Director does not have to be a member of the Council. The initial Board of Directors shall consist of three (3) persons, who are to act as Directors until the selection and qualification of each's successor. The name and address of each person of the initial Board of Directors is as follows:

Stephen Guttman, 1865 Summit Road, Cincinnati, Ohio 45237.

Louis Guttman, 1865 Summit Road, Cincinnati, Ohio 45237.

Harold Guttman, 1865 Summit Road, Cincinnati, Ohio 45237.

ARTICLE X

se in these Articles of Incorporation, the terms Common Areas, and Unit shall have the same meaning as each is defined to have clarification hereinabove referred to.

ARTICLE XI

ame and address of each incorporator is as follows:

en Guttman, 1865 Summit Road, Cincinnati, Ohio 45237.

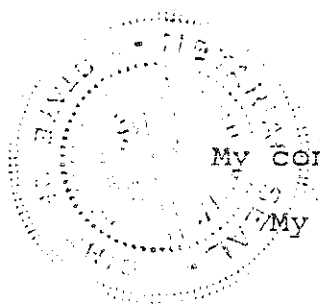
this 6 day of JANUARY, 19 84.

\_\_\_\_\_  
I *Stephen Guttman*  
Incorporator - Stephen Guttman

\_\_\_\_\_  
Incorporator

STATE OF CHIO  
COUNTY OF HAMILTON

Acknowledged before me this 6 day of JANUARY, 1984, by  
Stephen Guttman.



Dorothy Nelson  
Notary Public

My Commission expires: June 22, 1985

My jurisdiction is: Ohio

Refer to:  
T.J. Brandt

RECORDED  
My fee  
Recorded by

THIS INSTRUMENT  
PREPARED BY  
**ZIEGLER & SCHNEIDER**  
ATTORNEYS AT LAW  
200 COVINGTON MUTUAL BLDG.  
629 MADISON AVE.  
COVINGTON, KENTUCKY 41011  
By T.J. Brandt

COMMONWEALTH OF KENTUCKY, }  
CAMPBELL COUNTY. } Sect.

I, Robert J. Kling, Clerk of the Campbell County Court, do certify that  
this ARTICLES OF INCORPORATION  
~~Form~~ OF  
WOODLAND HILLS OF SOUTHGATE  
was on the 24th day of JANUARY, 1984 at 10:18 o'clock  
A.M., lodged in my office for record, and the same, together with this and the  
foregoing certificate have been duly recorded.

Witness my hand this 24th day of JANUARY, 1984

ROBERT J. KLING, Clerk  
By Martha Jones, D.C.

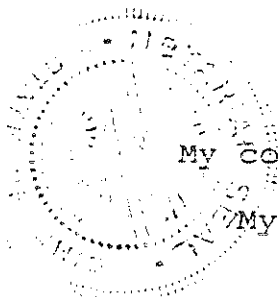
STATE OF Ohio  
COUNTY OF HAMILTON

Acknowledged before me this 6 day of JANUARY, 1984, by  
Stephen Guttman.

Dorothy Nelson  
Notary Public

My Commission expires: June 22, 1985

My jurisdiction is: Ohio



DOROTHY NELSON  
Notary Public  
My Commission Expires June 22, 1985  
Recorded in Hamilton County

Ken to:  
T.J. Brandt

THIS INSTRUMENT  
PREPARED BY  
**ZIEGLER & SCHNEIDER**  
ATTORNEYS AT LAW  
200 COVINGTON MUTUAL BLDG.  
629 MADISON AVE.  
COVINGTON, KENTUCKY 41011

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A.M., lodged in my office for record, and the same, together with this and the  
foregoing certificate have been duly recorded.

Witness my hand this 24th day of JANUARY, 1984

ROBERT J. KLING, Clerk  
By Martha Jones, D.C.



ARTICLE I

NAME AND LOCATION

The name of the Corporation is Woodland Hills of Southgate Council of Co-Owners, Inc.

hereinafter referred to as the corporation. The principal office of the corporation shall be located at 1865 Summit Road, Cincinnati, Ohio 45237,

but meetings of members and directors may be held at such places without within the State of Kentucky as may be designated by the Board of Directors.



ARTICLE II

DEFINITIONS

Each of the terms used herein shall have the same meaning as set forth in the Declaration of Master Deed

dated December 12, 1983,

made by W. H. Builders, Inc., an Ohio corporation,

and of record at the Campbell County Clerk's office at Newport, Kentucky. The Declaration may be, from time to time, amended or supplemented.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation. Each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 p.m., or at such other reasonable hour as the Board of Directors (Board) sets. The Board shall also set a reasonable location for the meeting. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board or upon written request of the members who, taken together, are entitled to vote one-fourth (1/4) of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat. The notice shall be addressed to the member's address last appearing on the books of the corporation, or supplied by such member to the corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Adjourned Meetings. If at any regular or special meeting of the members of the Association less than a quorum is present, a majority of those members present and entitled to vote may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. When the meeting reconvenes, the quorum requirement shall be one-tenth (1/10) of the votes of the membership of the corporation and any business which might lawfully have been transacted at the meeting as originally called may be transacted without further notice.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit.

Section 7. Voting. The vote of the majority of those present, either in person or by proxy, shall decide any question brought

before the meeting, unless the question is one upon which a different vote is required by provision of the laws of the Commonwealth of Kentucky, the Declaration, the Articles of Incorporation or these By-Laws.

Section 8. Suspension of Voting Privileges. No member shall be eligible to vote or to be elected to the Board of Directors who is shown on the books of the corporation to be more than thirty (30) days delinquent in the payment of any assessment due the corporation.

Section 9. Developer's Proxy. For a period of seven consecutive years, beginning with the date of the recording of the Declaration, the Developer, or such person or entity as the Developer has designated in writing, shall have the irrevocable proxy to vote the vote of every member of the corporation.

ARTICLE IV

BOARD OF DIRECTORS-SELECTION-TERM OF OFFICE

Section 1. Number. The affairs of this corporation shall be managed by a Board of ~~three~~ <sup>5</sup> ~~(3)~~ directors, who need ~~not~~ <sup>not</sup> be members of the corporation. *AMM*

Section 2. Term of Office. At the first annual meeting the members shall elect ~~one~~ <sup>2</sup> ~~(1)~~ directors for a term of one (1) year, ~~one~~ <sup>3</sup> ~~(1)~~ directors for a term of two (2) years and ~~one~~ <sup>1</sup> ~~(1)~~ directors for a term of ~~three~~ <sup>2</sup> ~~(3)~~ years; and at each annual meeting thereafter the members shall elect directors for a term of ~~three~~ <sup>2</sup> ~~(3)~~ years. *AMM*

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the membership of the corporation. In the event of death, vacating of office, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board, and two or more members of the corporation. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

~~Such nominations may be made from among members or non-members.~~

Section 2. Election. Election to the Board shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors shall meet annually within 10 days after the annual meeting of members and in addition to the annual meeting shall meet at regular meetings reasonably established as to time and place by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the president of the corporation, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Waiver of Notice. Any requirement of notice to a director provided under this Article VI may be waived by the director entitled thereto by written waiver of such notice signed by the director and filed with the secretary of the corporation. Attendance at a meeting is considered waiver of notice.

Section 4. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present and voting at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Areas and Limited Common Areas and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) exercise for the corporation all powers, duties and authority vested in or delegated to this corporation by provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor and/or such other employees as it deems necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by members who together can cast one-fourth (1/4) of the votes of the corporation;

(b) supervise all officers, agents and employees of this corporation, and to see that their duties are properly performed;



(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period (failure to receive the notice or to give it shall not excuse payment of the assessment); and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date and/or to bring an action at law against the Owner personally obligated to pay the same, when, in the sole determination of the Board, foreclosure or an action at law is necessary to collect such assessments and otherwise protect the interest of the corporation;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain insurance as provided in the Declaration;

(f) cause the Common Areas to be maintained; and

(g) otherwise perform duties imposed on the corporation by the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this corporation shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time <sup>by</sup> giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. The office of vice-president may be held by any other officer except the president. No person shall hold more than two (2) offices simultaneously. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board and shall see that orders and resolutions of the Board are carried out.

Vice-President

(b) The vice-president shall act in the place of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the corporation together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the corporation and shall disburse such funds as directed by resolution of the Board; keep proper books of account; cause an annual audit of the corporation's books to be

made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures, a copy of which shall be given to each member at the corporation's regular annual meeting.

ARTICLE IX

COMMITTEES

The Board may appoint a Finance and Maintenance Committee consisting of not more than six (6) members of the corporation. In addition, the Board may appoint such other committees as it desires.

ARTICLE X

INDEMNIFICATION PROVISIONS

In addition to any other right or remedy to which the persons hereinafter described may be entitled, under the Articles of Incorporation, By-Laws, Declaration, any other Agreement, or by vote of the members or otherwise, the corporation shall indemnify any director or officer of the corporation or former director or officer of the corporation, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plead of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE XI

MISCELLANEOUS

Section 1. Books and Records. The books, records and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the corporation shall be available for inspection by any member at the principal office of the corporation, where copies may be purchased at reasonable cost.

Section 2. Fiscal Year. The fiscal year shall begin on the first day of January of every year, except that the first fiscal year of the corporation shall begin at the date of incorporation. The commencement date of the fiscal year herein established may be changed by the Board of Directors.

Section 3. Execution of Corporation Documents. With the prior authorization of the Board of Directors, all notes, contracts and other documents shall be executed on behalf of the corporation by either the President or the Vice-president, and all checks and other drafts shall be executed on behalf of the corporation by such officers, agents or other persons as are, from time to time, by the Board, authorized so to do.

Section 4. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of conflict between the Declaration and these By-Laws, the Declaration shall control.

Section 5. Amendments. These By-Laws may be amended, at a regular or special meeting of the members, by affirmative vote of 51% of the total number of votes of the members of the corporation. Notwithstanding the foregoing, the Developer, or any person or entity whom the Developer has designated, must consent in writing to the amendment before the amendment is effective if the amendment is passed within seven years after the date of recording of the Declaration.