

**ARTICLES OF INCORPORATION
OF
THE LOFTS AT WETHERINGTON CONDOMINIUM
UNIT OWNERS' ASSOCIATION, INC.**

The undersigned, desiring to form a not-for-profit corporation, under the Ohio Nonprofit Corporation Law, Sections 1702.01 to 1702.99, inclusive, of the Revised Code of Ohio, does hereby certify:

ARTICLE I. Name. The name of the said corporation shall be:

THE LOFTS AT WETHERINGTON CONDOMINIUM UNIT OWNERS' ASSOCIATION, INC.

ARTICLE II. Principal Office. The place in the State of Ohio where the principal office of the corporation is to be located is: 246 High Street, Hamilton, Butler County, Ohio 45011, Attn: Jonathon O. Nerenberg, Esq.

ARTICLE III. Purposes and Powers. The purpose for which the corporation is formed is to function as a Unit Owners' association (the "Association") for The Lofts At Wetherington Condominium. The general purposes for which the corporation is being formed are to develop, maintain, improve, repair, alter, operate, administer, service and generally manage the property of The Lofts At Wetherington Condominium, located in the County of Butler, Ohio. In order to accomplish such purposes, the corporation shall have the following powers:

- A. To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements and liens to which such property is or may become subject and which the Association shall have the right to enforce;
- B. To represent and promote the welfare of its members generally, and to cooperate with municipal, county, state and other public authorities for the promotion and betterment of the interests of such members;
- C. To purchase, lease or otherwise acquire, to hold and use, to sell, lease or otherwise dispose of, and to deal in or with personal property of any description and any interest therein;
- D. To purchase, lease or otherwise acquire, invest in, hold, use and encumber, sell, lease, exchange, transfer or otherwise dispose of, construct, develop, improve, equip, maintain and operate structures and real property of any description and any interest therein;
- E. To borrow money, to issue, sell and pledge its notes, bonds and other evidences of indebtedness, to secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property, and to guarantee and secure obligations of any person, all to the extent necessary, useful or conducive to carrying out any of the purposes of the corporation;

F. To invest its funds in any shares or other securities of another corporation, business or undertaking or of a government, governmental authority or governmental subdivision; and

G. To do whatever is deemed necessary, useful or conducive to carrying out any of the purposes of the corporation under these Articles of Incorporation and the By-Laws of this corporation, and to exercise all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law.

Nothing in these Articles of Incorporation or in the By-Laws shall authorize the corporation to, and the corporation shall not, enter into any transaction, carry on any activity, or engage in any business for pecuniary profit. The net earnings of the corporation, if any, shall not inure to the benefit of any incorporator, member, or any member of the Board of Trustees of the corporation, or any private individual.

ARTICLE IV. Board of Trustees. The Board of Trustees shall serve as the trustees of the corporation and shall exercise all of the powers and have all the duties of trustees as defined in Chapter 1702 of the Ohio Revised Code, except as such powers may be limited by the corporation's By-Laws.

The following persons shall serve the corporation initially as the Board of Trustees until their respective successors shall be duly elected:

A. William Erpenbeck, Jr.
927 Dudley Road
Edgewood, KY 41017

Jeffrey W. Erpenbeck
927 Dudley Road
Edgewood, KY 41017

Gary W. Erpenbeck
927 Dudley Road
Edgewood, KY 41017

ARTICLE V. Membership. Every Owner of a legally constituted and platted unit which is subject to assessment by the Association ("Unit") (including purchasers on land installment contracts and including contract sellers on other forms of executory contracts for the sale of a Unit, but excluding those holding record title or a similar interest merely as security for the performance of an obligation), shall automatically on acquisition of such ownership interest in a Unit be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment. Such membership shall terminate upon the sale or other disposition by such unit owner of his ownership interest, at which time the new unit owner shall automatically become a member of the Association.

ARTICLE VI. Voting. The Association shall have one class of voting membership. Subject to the powers reserved by Wetherington II Builders, Inc. as stated in the By-Laws, each unit owner shall be entitled to one vote for each Unit owned in fee simple. If two or more persons own undivided interests in a Unit, the voting power of the Unit shall be divided among the owners of record of the Unit in proportion to each such owner's respective proportionate ownership interest in the Unit.

ARTICLE VII. Dissolution. Upon dissolution of the corporation, any assets remaining after payment or adequate provision for payment of all debts and obligations of the corporation shall be expended in furtherance of the purposes set forth herein. If no successor in interest to the corporation is formed to administer the property of the corporation, its assets shall be distributed to its members according to a plan adopted and administered by the Board of Trustees of the corporation.

ARTICLE VIII. Duration. The duration of this corporation shall be perpetual.


ARTICLE IX. Amendments. Amendment of these Articles shall require the assent of members holding at least seventy-five percent (75%) of the voting power of the Association.

ARTICLE X. Acts of Board Members or Officers. A Board member or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any Board member or officer or any firm of which such Board member or officer is a member, or any corporation of which such Board member or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such Board member, officer, firm or corporation is so interested must be disclosed to or known by the Board of Trustees or such members thereof as shall be present at the meeting of said Board at which action is taken upon such matters. No Board member or officer shall be accountable or responsible to the corporation for or in respect of any gains or profits realized by him or by any organization affiliated with him as a result of such transaction, contract or act. Any such Board member or officer may be counted in determining the existence of a quorum at any meeting of the Board of Trustees of the corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member or a corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

ARTICLE XI. Indemnification. Each Board member and officer of the Association and each former Board member and officer of the Association shall be indemnified by the Association to the fullest extent permitted under Ohio law against the costs and expenses reasonably incurred by him in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of his being or having been such Board member or officer of the Association (whether or not he is a Board member or officer at the time of incurring such costs and expenses), except with respect to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his

duty as such Board member or officer, or found not to have acted in good faith or in a manner he reasonably believed to be in the best interests of the Association.


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Ohio, the undersigned incorporator of this Association has executed these Articles of Incorporation, this 21st day of DECEMBER, 1999.



A. William Erpenbeck, Jr.
Sole Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of The Lofts At Wetherington Condominium Unit Owners' Association, Inc., hereby appoints Jonathon O. Nerenberg, a Butler County, Ohio resident, upon which any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The agent's complete address is 246 High Street, Hamilton, Butler County, Ohio 45011.

**THE LOFTS AT WETHERINGTON CONDOMINIUM
UNIT OWNERS' ASSOCIATION, INC.**

A. William Erpenbeck, Jr.
Sole Incorporator

October, 1999

**THE LOFTS AT WETHERINGTON CONDOMINIUM
UNIT OWNERS' ASSOCIATION, INC.**

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Jonathon O. Nerenberg
Statutory Agent
246 High Street
Hamilton, Clermont County, Ohio 45011



Jonathon O. Nerenberg

DATE - DOCUMENT NO DESCRIPTION
 1. 11/22/1999 199930801009 ARN DOMESTIC ARTICLES/NON-PROFIT

	25.00	10.00	0.00	0.00	0.00
TOTAL	25.00	10.00	0.00	0.00	0.00

Return To:
 STRAUSS & TROY
 ATTN M A RUH, JR.
 150 EAST FOURTH ST
 CINCINNATI, OH 45202-4018

cut along the dotted line



The State of Ohio

Certificate

Secretary of State - J. Kenneth Blackwell

1117670

It is hereby certified that the Secretary of State of Ohio has custody of the business records for THE LOFTS AT WETHERINGTON CONDOMINIUM UNIT OWNERS' ASSOCIATION, INC. and that said business records show the filing and recording of:

Document(s)
 DOMESTIC ARTICLES/NON-PROFIT

Document No(s):
 199930801009

United States of America
 State of Ohio
 Office of the Secretary of State



Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 15th day of
 November, A.D. 1999

J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State

STRAUSS & TROY

A Legal Professional Association

Founded in 1953

THE FEDERAL RESERVE BUILDING
150 EAST FOURTH STREET
CINCINNATI, OHIO 45202-4018

Telephone: 513-621-2120

Facsimile: 513-241-8259

www.strauss-troy.com

NORTHERN KENTUCKY OFFICE
30 EAST RIVER CENTER BOULEVARD
SUITE 1400
COVINGTON, KENTUCKY 41011

November 11, 1999

MARK H. BERLIANT
WILLIAM V. STRAUSS
LARRY A. NEUMAN*
WILLIAM S. ABERNETHY, JR.
ALAN C. ROSSER
THOMAS C. RINK
WILLIAM R. JACOBS
DANIEL H. DEMMERLE, II*
JAMES G. HELDMAN
CHARLES J. POSTOW**
STUART C. BRINN*

MARTIN C. BUTLER*
R. GUY TAFT
ANN W. GERWIN
RICHARD S. WAYNE
PAUL B. CALICO*
ANDREW M. SHOTT
CLAUDIA G. ALLEN
TIMOTHY B. THEISSEN*
WILLIAM K. FLYNN*
CHARLES C. ASHDOWN
MARILYN J. MAAG

THOMAS L. STACHLER
ANTHONY M. BARLOW
MARSHALL K. DOSKER*
SHAWN M. YOUNG
STEVEN F. STUHLBARG
AUGUST T. JANSZEN*
THOMAS F. GLASS*
DANIEL J. WHALEN
PETE A. SMITH*
MICHAEL A. RUH, JR.*
JOSEPH J. BRAUN

- OF COUNSEL -
SAMUEL M. ALLEN*
GORDON H. HOOD*
CHARLES G. ATKINS*
RICHARD D. HEISER
MITCHELL B. GOLDBERG
LEON L. WOLF
PAUL J. THEISSEN*
DIANE SCHNEIDERMAN
CHARLES H. MELVILLE
JOHN G. PARNELL
PHILOMENA S. ASHDOWN

*Also Admitted in Kentucky
**Also Admitted in Florida

Ohio Secretary of State
P.O. Box 1390
Columbus, Ohio 43216

Re: The Lofts at Wetherinton Condominium Unit Owners' Association;
Corrected Documents

Dear Sir or Madam:

Please find enclosed the corrected Articles of Incorporation for the above referenced Ohio not-for-profit corporation. Please note that the documents have been modified as requested in your letter along with a few minor scrivener errors relating to the spelling of "Wetherington" throughout the document. Therefore, please accept this entire document to be duly filed on an expedited basis in your office.

I appreciate your attention to this matter.

Sincerely,

STRAUSS & TROY


Michael A. Ruh, Jr.

MAR:rtb

Encls.

31461.106/289628_1.DOC

