

ARTICLES OF INCORPORATION

OF

WYNDHAM PLACE HOMEOWNERS ASSOCIATION, INC.

(A NON-PROFIT, NON-STOCK CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, have executed these Articles of Incorporation for the purpose of forming a corporation under the laws of the Commonwealth of Kentucky.

ARTICLE I

The corporation hereby proposed to be organized shall be named and known as Wyndham Place Homeowners Association, Inc. (a non-profit, non-stock corporation), by which it may contract and be contracted with, sue and be sued, adopt a corporate seal, and do all things necessary to the conduct of its business.

ARTICLE II

The corporation shall be non-profit and non-stock and shall not be operated to produce private pecuniary gain or profit. The corporation shall begin on the date the Articles are filed in the Office of the Secretary of State of Kentucky.

ARTICLE III

The address, including street and number, of the registered office of this corporation is:

2233 Schaffner Drive  
Louisville, KY 40216

The name and address of the registered agent of the corporation is:

FILED  
JUN 14 1967  
CLERK OF COURTS  
JUL 14 1967  
CLERK OF COURTS

Raymond L. McDonald  
2233 Schaffner Drive  
Louisville, KY 40216

The principal office address of the corporation where the executive offices are located is:

2233 Schaffner Drive  
Louisville, KY 40216

ARTICLE IV

The name and mailing address of the incorporator is as follows:

Raymond L. McDonald  
2233 Schaffner Drive  
Louisville, KY 40216

ARTICLE V

The members of the corporation shall consist of all of the record owners of lots in Wyndham Place Subdivision.

ARTICLE VI

The affairs of the corporation will be managed by the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination, shall consist of three directors. Directors must be members of the corporation.

Directors of the corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Raymond L. McDonald	2233 Schaffner Drive Louisville, KY 40216
Gary W. McDonald	8012 Albrecht Circle Louisville, KY 40241
Larry McDonald	2233 Schaffner Drive Louisville, KY 40216

#### ARTICLE VII

The affairs of the corporation shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the Board of Directors. The name and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

President	Raymond L. McDonald 2233 Schaffner Drive Louisville, KY 40216
Vice President	Gary W. McDonald 8012 Albrecht Circle Louisville, KY 40241
Secretary	Larry McDonald 2233 Schaffner Drive Louisville, KY 40216
Treasurer	Raymond L. McDonald 2233 Schaffner Drive Louisville, KY 40216

ARTICLE VIII

The Board of Directors may from time to time, by vote of a majority of its members make, alter, amend or rescind any of the By-Laws of this corporation. This power of the Board of Directors is subject to the power of the members to change or repeal the By-Laws.

ARTICLE IX

A Director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty as a Director, except for liability (i) for any transaction in which the Director's personal financial interest is in conflict with the financial interest of the corporation or its members; (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; (iii) for unlawful distributions under Kentucky Revised Statutes; and (iv) for any transaction from which the Director derived an improper personal benefit.

ARTICLE X

The private property of the members shall not be subject to the debts of the corporation.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand this 5th day of July, 1994.

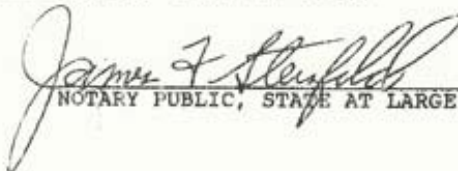
  
RAYMOND L. MCDONALD, Incorporator

COMMONWEALTH OF KENTUCKY )  
COUNTY OF JEFFERSON )

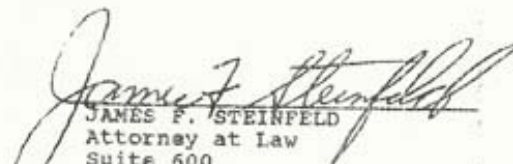
I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of Wyndham Place Homeowners Association, Inc. were this day produced before me in said State and County and were signed, acknowledged, sworn to, and delivered by Raymond L. McDonald, Incorporator, to be his act and deed.

WITNESS my hand this 5th day of July, 1994.

My commission expires: July 24, 1995.

  
NOTARY PUBLIC, STATE AT LARGE, KY

PREPARED BY:

  
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Deputy Clerk: STACIE2

NOTE:

The original Articles of Incorporation for Wyndham Place Homeowners Association, Inc., were prepared for Raymond McDonald, the Developer of Wyndham Place. Each year, your Board of Directors is required to file with the Kentucky Secretary of State a listing of current officers of the Wyndham Place Homeowners Association. Although the original Articles of Incorporation lists Raymond McDonald and his sons as officers of the corporation, the required annual filing keeps the corporation up to date by listing the current officers.