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**ARTICLES OF INCORPORATION
CREEKSTONE OFFICE CONDOMINIUMS
COUNCIL OF CO-OWNERS, INC.**

The UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under KRS 273.161 et seq., Kentucky Revised Statutes, and certify as follows:

ARTICLE I

The name of the corporation will be **CREEKSTONE OFFICE CONDOMINIUMS COUNCIL OF CO-OWNERS, INC.**, and will hereinafter be referred to as the "Corporation."

ARTICLE II

1. A condominium known as Creekstone Office Condominiums has been constructed on certain land located in Jefferson County, State of Kentucky, more particularly, in Exhibit "A" attached hereto, hereinafter called the "Land." The Corporation is organized to provide a means of administering the condominium by the owners thereof.

2. The documents creating the condominium are to be recorded in the Office of the Clerk of the County of Jefferson County, State of Kentucky.

3. The Corporation shall make no distribution of income to its members, directors or officers.

ARTICLE III

The powers of the Corporation shall be governed by the following provisions:

1. The Corporation shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, and those found in KRS 173.171.

2. The Corporation shall have all the powers granted to the "Association" by KRS 381.805 et seq.

3. The Corporation shall have all of the powers granted to it in the Declaration of Condominium of Creekstone Office Condominiums Council of Co-Owners, Inc., when said Declaration is recorded in the Office of the Clerk of the Court of Jefferson County, State of Kentucky.

4. The Corporation, by the action of the Board of Directors, shall adopt bylaws as it is determined necessary for the government and management of the corporation and said directors shall have the right to amend said bylaws as they shall determine necessary.

ARTICLE IV

The qualification of members, the manner of their admission and voting by such members shall be as follows:

1. All unit owners shall be members of the Corporation and no other person or entities shall be entitled to membership.

2. Membership in the Corporation shall be established by recording in the Office of the Clerk of the Court of Jefferson County, State of Kentucky, of a deed or other instrument establishing a change of record title to a condominium parcel in the condominium and the notification in writing to the Corporation of the recording information, the new owner designated by such instrument thereby becoming a member of the Corporation. The membership of the prior owner shall thereby terminate.

3. The share of a member in the funds and assets of the Corporation cannot be assigned, pledged, or transferred in any manner except as an appurtenance to the individual condominium unit.

ARTICLE V

DIRECTORS

1. The affairs of the Corporation will be managed by Council, of not less than three (3) nor more than five (5) directors, as shall be determined by the Bylaws.

2. Members of the Council shall be appointed or elected at the annual meeting of the members in the manner set out in the Bylaws. They may be removed and vacancies of the Council shall be filled as set out in the Bylaws.

3. The names and addresses of the members of the first Council, who shall hold office until their successors are elected and have qualified, are as follows:

- (1) Charles Nunn, 8917 Stone Green Way, Louisville, KY 40220.
- (2) Kevin Paul, 8917 Stone Green Way, Louisville, KY 40220.
- (3) Dan Price, 8917 Stone Green Way, Louisville, KY 40220.

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be administered by officers elected by the members of the Corporation at the annual meeting of the members of the Corporation. The names and addresses of the officers who shall serve until their successors are elected are as follows:

- (1) Charles Nunn, 8917 Stone Green Way, Louisville, KY 40220 - President.
- (2) Kevin Paul, 8917 Stone Green Way, Louisville, KY 40220 - Vice President.
- (3) Dan Price, 8917 Stone Green Way, Louisville, KY 40220 - Secretary.

ARTICLE VII**INDEMNIFICATION**

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Council approves such settlement and reimbursement as being for the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such directors or officers may be entitled.

ARTICLE VIII**Principal OFFICE AND REGISTERED AGENT**

The initial registered office and the principal office of the Corporation is 8917 Stone Green Way, Louisville, KY 40220 and the registered agent at this address is Charles Nunn.

ARTICLE IX**AMENDMENTS**

Amendments to the Articles of Incorporation shall be adopted in the following manner:

The Articles of Incorporation may be amended at any regular or special meeting of the members of the Corporation, called in accordance with the Bylaws by the affirmative vote of a

majority of the members. Each member shall have the number of votes specified in Article IV of these Articles.

ARTICLE X

TERM

The term of the Corporation shall be perpetual unless the Corporation is terminated sooner by the unanimous action of its members. The Corporation shall be terminated by the termination of the condominium in accordance with the condominium documents.

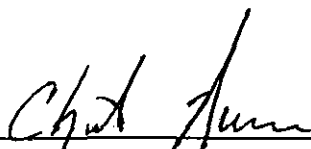
ARTICLE XI

INCORPORATOR

The name and residence of the incorporation to these Articles of Incorporation is:

Charles Nunn, 8917 Stone Green Way, Louisville, KY 40220

IN WITNESS WHEREOF, the incorporator hereto has affixed his signature this 2
day of JUNE 2005.



CHARLES NUNN, INCORPORATOR

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

I, a Notary Public, do hereby certify that on the 10th day of June 2005, CHARLES NUNN personally appeared before me and acknowledged that he executed the within Articles of Incorporation of CREEKSTONE OFFICE CONDOMINIUMS COUNCIL OF CO-OWNERS, INC. as his free act and deed.

My Commission Expires: 2-13-09


NOTARY PUBLIC, STATE AT LARGE, KY.

INSTRUMENT PREPARED BY:



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