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Trey Grayson
Secretary of State
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ARTICLES OF INCORPORATION
OF
MIDDLETOWN VILLA CONDOMINIUMS
COUNCIL OF CO-OWNERS, INC.

The undersigned incorporator, Middletown Villa Condos, LLC, hereby adopts the following Articles of Incorporation in accordance with the provisions of Chapter 273 of the Kentucky Revised Statutes.

ARTICLE I

The name of the non-profit, non-stock corporation is Middletown Villa Condominiums Council of Co-Owners, Inc. and the mailing address of the principal office is 1809 Cargo Court, Louisville, Kentucky 40299.

ARTICLE II

Said corporation is organized to promote the social welfare and serve the common good and general welfare of its members, and shall include administering the Master Deed and Declaration of Condominium property Regime of Middletown Villa Condominiums Council of Co-Owners, Inc. as amended from time to time, relating to that condominium regime in Jefferson County, Kentucky.

ARTICLE III

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation of services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaigns on behalf of or in opposition to any candidate for political office.

ARTICLE IV

The address of the initial registered office of the Corporation is 1809 Cargo Court, Louisville, Kentucky 40299 and the name of the initial registered agent at such address is Stuart Jackson.

ARTICLE V

Upon the dissolution of the Corporation, assets shall be distributed to one or more organizations, as designated by the Board of Directors at that time, to be used in such a manner as in the judgment of the Board of Directors will best accomplish the general purposes of the Corporation.

ARTICLE VI

The name and the address of the incorporator is Middletown Villa Condos, LLC, 1809 Cargo Court, Louisville Kentucky 40299.

ARTICLE VII

The number of directors to constitute the initial Board of Directors is three. The names and mailing addresses of the persons whom shall serve as initial directors are as follows:

STUART Stewart Jackson	1809 Cargo Court, Louisville, Ky. 40299
<u>STEPHEN JACKSON</u>	1809 Cargo Court, Louisville, Ky. 40299
<u>ROBERT ANDERSON</u>	1809 Cargo Court, Louisville, Ky. 40299

The initial directors shall serve until their successors are appointed as determined by the Corporation's Bylaws.

ARTICLE VIII

Pursuant to KRS 273.248 the Corporation hereby eliminates the personal liability of a

director of the Corporation from monetary damages for breach of his or her duties as a director; provided that this provision will not operate to eliminate or the liability of the director in the following circumstances:

1. Any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation;
2. Any act or omission not in good faith or which involves intentional misconduct or which is known to the director to be a violation of law; and
3. Any transaction in which the director derives an improper personal benefit.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation in triplicate originals this 15th day of July, 2004.

Middletown Villa Condos, LLC
a Kentucky limited liability company

BY: Stuart Jackson
STUART Stewart Jackson
Managing Member

COMMONWEALTH OF KENTUCKY


COUNTY OF JEFFERSON

The foregoing Articles of Incorporation were acknowledged and sworn to before me on the 15 day of July, 2004, by Stuart Jackson as Managing Member of Middletown Villa Condos, LLC, a Kentucky limited liability company, on behalf of same.

Jisa Elliott
Notary Public, State at Large, KY

My commission expires: 12/15/05

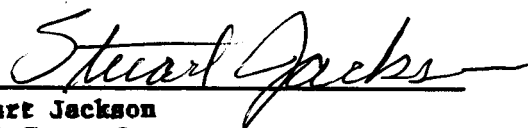
This instrument prepared by:



Arthur W. Howard, Attorney
6200 Dutchmans Lane, Suite 206
Louisville, Kentucky 40205

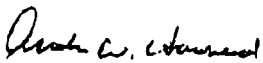
CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, having been designated the initial registered agent of the corporation known as **Middletown Villa Condominiums Council of Co-Owners, Inc.**, hereby consents to serve as the registered agent of **Middletown Villa Condominiums Council of Co-Owners, Inc.**



**Stuart Jackson
1809 Cargo Court
Louisville, Ky. 40299**

This Instrument Prepared by:



**Arthur W. Howard, Attorney
6200 Dutchmans Lane, Suite 206
Louisville, Ky. 40205**