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09/14/2000	200025800264	DOMESTIC ARTICLES/NON-PROFIT (ARN)	25.00	10.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

ARONOFF, ROSEN & HUNT ATTN TINA M. DONNELLY
2400 FIRSTAR TOWER
425 WALNUT STREET SUITE 2
CINCINNATI, OH 45202

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1180348

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MICHELS FARM HOMEOWNERS ASSOCIATION, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

200025800264



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 11th day of September,
A.D. 2000.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION
OF
MICHELS FARM HOMEOWNERS ASSOCIATION, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under §1702.01 et. seq., Revised Code of Ohio, do hereby certify:

ARTICLE I

NAME

The name of the Corporation shall be Michels Farm Homeowners Association, Inc.

ARTICLE II

PRINCIPAL OFFICE

The place in Ohio where the principal office of the Corporation shall be located is 7924 Jessie's Way, Hamilton, Ohio 45011, or such place in Butler County, Ohio as the Board of Trustees of the Association shall specify from time to time.

ARTICLE III

PURPOSES

This non-profit Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the Corporation is formed for the purpose of acting as the homeowners association with regard to the real estate specifically described in the Declaration of Covenants, Conditions and Restrictions and Reservations of Easements for Michels Farm Subdivision (the "Declaration") said Declaration being recorded or to be recorded in the Real Estate Records of Butler County, Ohio. In addition, the specific purposes for which this Corporation is formed are to provide for the maintenance, preservation and architectural control of the aforesaid real estate and the buildings and improvements situated thereon under the terms of said Declaration, and to promote the health, safety and welfare of the residents and Owners of the aforesaid real estate and to act in the same manner with regard to any other property which may hereafter be brought within the jurisdiction of this Corporation as part of the same plan.

The Corporation shall also possess and have the following purposes and wherever necessary or convenient such purposes shall also be deemed as powers:

- (1) To have and exercise all of the powers and duties set forth in the Declaration and the By-Laws of Michels Farm Homeowners Association (the "By-Laws");

- (2) Fix, levy, and collect all charges or assessments pursuant to the terms of the Declaration and By-Laws, enforce payment of such charges and assessments by any lawful means, and pay all expenses in connection therewith and in connection with the conduct of the affairs of the Corporation;
- (3) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Corporation and subject to the terms of the Declaration and By-Laws;
- (4) Borrow money, and in accordance with the terms of the Declaration and By-Laws, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, all for the purposes of fulfilling the Corporation's responsibilities;
- (5) Fix, administer, enforce, alter, amend, extend, waive, release, and terminate, in whole or in part, the terms, conditions, covenants, restrictions, and regulations upon, under, and subject to which any part or all of the subject real estate may now or hereafter be used;
- (6) Operate, maintain, repair, and replace the Corporation's Common Areas in accordance with the terms of the Declaration and By-Laws;
- (7) Obtain, pay for, and maintain insurance to the extent provided in the Declaration and By-Laws;
- (8) Do any other thing necessary, expedient, incidental, appropriate, or convenient to the carrying out of the foregoing purposes which will promote the common benefit and enjoyment of the residents or Owners of the Living Units and Lots, in so far as not prohibited by law, the Declaration, and the By-Laws; and
- (9) Have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 1702 of the Ohio Revised Code may now or hereafter have or exercise by law.

The Corporation shall not take any action or enter into any transaction or agreement in a manner which would violate any provision of these Articles of Incorporation, the Declaration, or the By-Laws.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee simple interest in any Lot shall be a Member of the Corporation; however, persons or entities who hold an interest merely as security for the performance of an obligation shall not be Members of the Corporation. Membership shall be appurtenant to and shall not be separated from ownership of a Lot. The Corporation shall have Class A Members and Class B Members as set forth in the Declaration. Upon a Member's sale or other disposition of his or her Lot, the Member's

membership shall terminate and the new Owner shall automatically become a Member of the Corporation. Voting rights of Members shall be set forth in the Declaration and By-Laws of the Corporation.

ARTICLE V

USE OF PROCEEDS

The Corporation is organized as a non-profit corporation pursuant to Chapter 1702 of the Ohio Revised Code, and may elect to be covered by Section 528 of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of the Corporation property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private person, including, but not limited to, the members of the Board of Trustees, and the Corporation's officers or Members.

ARTICLE VI

BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees as outlined below. The following persons, not less than three, shall serve said Corporation as Trustees until the first annual meeting or other meeting called to elect Trustees.

Jeffrey Nelson
7924 Jessie's Way
Hamilton, Ohio 45011

James P. Maloney
7924 Jessie's Way
Hamilton, Ohio 45011

Brian T. Byington
7924 Jessie's Way
Hamilton, Ohio 45011

The number, qualifications, terms of office, and manner and time of selection of successor Trustees shall be as set forth in the Declaration and By-Laws.

The Board of Trustees shall have all of the powers and duties of a Board of Trustees as defined in Chapter 1702 of the Ohio Revised Code, except as these powers may be limited and expanded by the provisions of these Articles of Incorporation, the Declaration, and the By-Laws.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify every person who is or has been a member of the Board of Trustees, an officer, an agent, or an employee of the Corporation and those persons' respective heirs, legal representatives, successors, and assigns, against expenses including attorney fees, judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether in an action or proceeding by or in the right of the Corporation, or otherwise, in which this person was or is a party or is threatened to be made a party because this person was a member of the Board of Trustees, an officer, an employee, or an agent of the Corporation, or is or was serving in such a capacity at the request of the Corporation, provided that this person (a) acted in good faith and in a manner that person believed to be in or not opposed to the Corporation's best interests, and (b) in any matter the subject of a criminal action or proceeding, had no reasonable cause to believe that the questioned conduct was unlawful; provided, however, that, if an action or suit by or in the right of the Corporation, to procure a judgment in its favor against this person because of this person's serving in this capacity, is threatened, pending, or completed, no indemnification shall be made in respect of any claim, issue, or matter as to which this person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Corporation unless and only to the extent that the court in which this action or suit was brought shall determine upon application that in view of all the circumstances of the case this person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Unless ordered by a court, the determination of indemnification, pursuant to the foregoing criteria, shall be made (a) by a majority vote of a quorum of the Corporation's Board of Trustees who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or if a majority of a quorum of disinterested Trustees so direct, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five (5) years, or (c) by the Members, or (d) by the court in which such action, suit or proceeding was brought.

Such an indemnification is not exclusive of any other rights to which this person may be entitled under law, any agreement, or any insurance purchased by the Corporation, or by vote of the Members, or otherwise.

ARTICLE VIII

NOTICE AND QUORUM

Notice and quorum requirements shall be in accordance with the provisions of the By-Laws.

ARTICLE IX

DURATION

The Corporation shall cease to exist upon termination of the Declaration in accordance with its terms.

ARTICLE X

DEFINITIONS

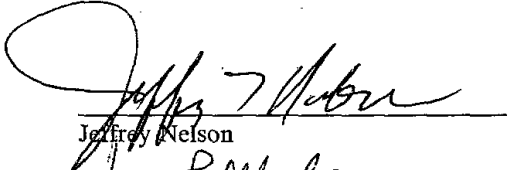
All terms used herein shall have the same meaning as set forth in the Declaration.

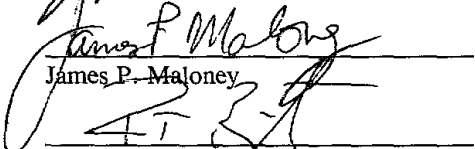
ARTICLE XI

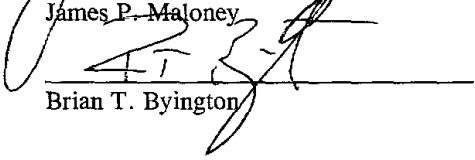
AMENDMENT

These Articles of Incorporation may be amended only under the same terms and conditions, and with the same approvals, as are provided in the Declaration for its amendment.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their name on this 30th day of August, 2000.


Jeffrey Nelson

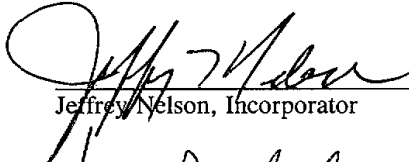

James P. Maloney

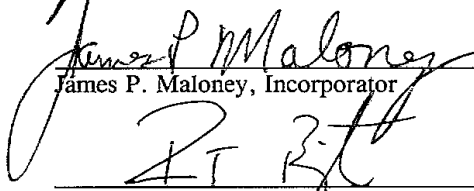

Brian T. Byington

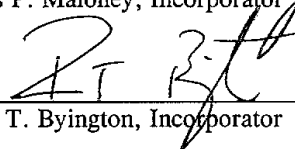
ORIGINAL APPOINTMENT OF STATUTORY AGENT

KNOW ALL MEN BY THESE PRESENTS:

That Mark D. Schraffenberger, Aronoff, Rosen & Hunt, 2400 Firstar Tower, 425 Walnut Street, Cincinnati, OH 45202, a natural person and resident of said county, is hereby appointed as the person on whom process, tax notices and demands against Michels Farm Homeowners Association, Inc. may be served.


Jeffrey Nelson, Incorporator

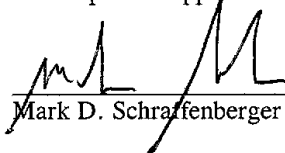

James P. Maloney, Incorporator


Brian T. Byington, Incorporator

Michels Farm Homeowners Association

ACCEPTANCE OF APPOINTMENT

The undersigned, Mark D. Schraffenberger, named herein as statutory agent for Michels Farm Homeowners Association, hereby acknowledges and accepts the appointment of statutory agent for said corporation.


Mark D. Schraffenberger

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