

STATE OF OHIO  
DEPARTMENT OF STATE

ANTHONY J. CELEBREZZE, JR.  
SECRETARY OF STATE

RECEIPT NO. 21233

DATE 10/29/79

543999  
NUMBER

E667-0998 025

E0667-0998

RECEIVED OF  
OR FILED BY COX AND THORNTON

THE SUM OF \$ 25.00 FOR FILING ARN OF

MONTE LINDO CONDOMINIUM UNIT OWNERS' ASSOCIATION, INC.

RECEIPT

RETURNED TO:  
COX AND THORNTON  
ATT: J.F. THORNTON  
480 OHIO PIKE  
CINCINNATI, OH 45230

21233

ARN \$ 25.00

TOTAL FEE \$ 25.00

NAME:  
MONTE LINDO CONDOMINIUM UNIT OWNERS' ASSOCIATION, INC.



E667-0999

DEPARTMENT OF STATE

ANTHONY J. CELEBREZZE, JR.

Secretary of State

## Certificate

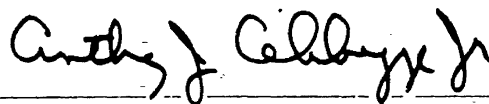
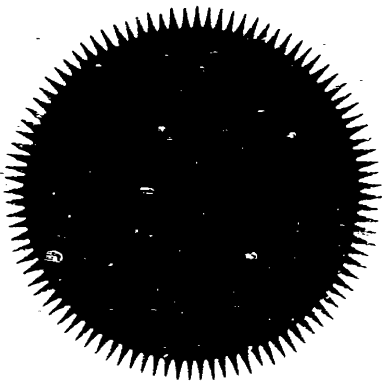
543999

It is Hereby Certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN of MONTE LINDO CONDOMINIUM UNIT OWNERS' ASSOCIATION, INC.

United States of America  
STATE OF OHIO  
Office of the Secretary of State

Recorded on Roll E667 at Frame 1000 of the  
Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the City of  
Columbus, Ohio, this 24TH day of OCTOBER, A. D. 19 79



ANTHONY J. CELEBREZZE, JR.  
Secretary of State

E667-1000

APPROVED

By EWRDate 10-24-79Amount 25.00

## ARTICLES OF INCORPORATION

OF

## MONTE LINDO CONDOMINIUM UNIT OWNERS' ASSOCIATION, INC.

The undersigned, desiring to form a corporation, not for profit, under the Ohio Non-Profit Corporation Law, Section 1702.01 to 1702.58, inclusive, of the Revised Code of Ohio, does hereby certify:

## ARTICLE I

The name of said corporation is Monte Lindo Condominium Unit Owners' Association, Inc.

## ARTICLE II

The place in the State of Ohio where the principal office of the corporation is to be located is in the City of Blue Ash, Hamilton County.

## ARTICLE III

The purpose or purposes for which the corporation is formed are:

Section 3.1. To function as a unit owners' association for condominium property as required by Section 5311.08, Ohio Revised Code, and in connection therewith, to develop, maintain, improve, repair, alter, operate, administer, service and generally manage the condominium property of Monte Lindo Condominium located in the City of Blue Ash, Hamilton County, Ohio.

Section 3.2. To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements and liens to which such condominium property is or may become subject and which the Association shall have the right to enforce.

Section 3.3. 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.

Section 3.4. 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;

Section 3.5. To purchase, lease or otherwise acquire, to invest in, hold, use and encumber, to sell, lease, exchange, transfer or otherwise dispose of, and construct, develop, improve, equip, maintain and operate structures and real property of any description and any interest therein.

Section 3.6. 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 or 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;

Section 3.7. 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.

Section 3.8. To do whatever is deemed necessary, useful or conducive to carrying out any of the purposes of the corporation and to exercise all other authority enjoyed by corporation generally by virtue of the provisions of the Ohio Non-Profit 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 Managers of the corporation, or any private individual.

The corporation shall not, and no clause of this Article Third shall be construed as authorizing the corporation to, do any act or enter into any agreement or deal with real or personal property in a manner which would violate any provision of Chapter 5311 of the Ohio Revised Code or any amendments thereto.

#### ARTICLE IV

The Board of Managers of the corporation shall serve as the Board of Managers provided for in Section 5311.08(B)(1) of the Ohio Revised Code and shall exercise all of the powers and have all the duties of the Trustees as defined in Chapter 1702 of the Ohio Revised Code except as such powers may be limited by the provisions of Chapter 5311 of the Ohio Revised Code, by the provisions of the Declaration of Condominium Ownership of Monte Lindo Condominium and by the corporation's By-Laws.

Section 4.1. The following persons shall serve the corporation as the Board of Managers until their respective successors shall be duly elected:

Donald G. Attermeyer	9417 Montgomery Road, Cincinnati, Ohio 45242
Steven Hicks	9417 Montgomery Road, Cincinnati, Ohio 45242
Mabelle Attermeyer	9417 Montgomery Road, Cincinnati, Ohio 45242

#### ARTICLE V

Every Owner of a Unit as described in the Declaration and as created by that Declaration pursuant to the provisions of Chapter 5311 of the Ohio Revised Code which is subject by covenants of record contained in the Declaration to assessment by the Association, including purchasers on land installment contracts as such instruments are defined in Ohio Revised Code Chapter 5313 and including contract sellers on other

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3

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 any 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

Every person or entity who is a record owner of a fee or undivided fee simple interest in a Unit shall be a member of the Association, and is herein called "a Unit owner". The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Unit, and transfer of a Unit shall automatically transfer membership to the transferee. Voting rights of members shall be as set forth in the Declaration and By-Laws. (The latter of which shall also be and serve as the Association's Code of Regulations.)

#### ARTICLE VII

Upon the 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 Managers of the corporation, which plan shall comply with the requirements of Chapter 5311 of the Ohio Revised Code.

#### ARTICLE VIII

The corporation shall exist perpetually, unless dissolved earlier under the terms of these Articles.

#### ARTICLE IX

Amendment of these Articles shall require the assent of members holding at least seventy-five (75%) percent of the voting power of the Association, except as may be provided to the contrary in the Declaration.

#### ARTICLE X

A director 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 director or officer or any firm of which such director or officer is a member, or any corporation of which such director 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 director, officer, firm or corporation is so interested is disclosed to or

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4

known by the Board of Managers or such members thereof as shall be present at the meeting of said Board at which action is taken upon such matters. No director or officer shall be accountable or responsible to the corporation for or in respect to any such transaction, contract, or act or for 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 director or officer may be counted in determining the existence of a quorum at any meeting of the Board of Managers 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 in 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

The corporation shall indemnify any and every manager (board member), officer or employee against expenses, judgments, decree, fines, penalties, or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such manager (board member), officer or employee is or may be made a party by reason of being or having been such manager (board member), officer or employee, provided a determination is made by the managers (board members) in the manner set forth in Ohio Revised Code Section 1702.12(e)(1) to the effect (a) that such manager (board member), officer or employee was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the corporation of which he is a manager (board member), officer or employee, (b) that he acted in good faith in what he reasonably believed to be the best interest of such corporation, and (c) that, in any matter the subject of a criminal action, suit, or proceeding, he had no reasonable cause to believe that his conduct was unlawful. Such indemnification shall not be deemed exclusive of any rights to which such manager (board member), officer or employee may be entitled under these Articles, the By-Laws of this corporation, any agreement or any insurance purchased by this corporation, or by vote of the members, or otherwise.

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 18<sup>th</sup> day of October, 1979.

  
Donald G. Attermeyer, Incorporator

EC 667-1604

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the incorporator of Monte Lindo Condominium Unit Owners' Association, Inc., hereby appoints Donald G. Attermeyer, a natural person resident in the County in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 9417 Montgomery Road, Cincinnati, Hamilton County, Ohio 45242.

MONTE LINDO CONDOMINIUM UNIT  
OWNERS' ASSOCIATION, INC.

  
Donald G. Attermeyer, Incorporator

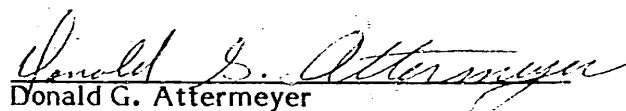
Cincinnati, Ohio

October 18<sup>th</sup>, 1979

MONTE LINDO 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.

  
Donald G. Attermeyer

**COX AND THORNTON**

ATTORNEYS AT LAW

480 OHIO PIKE

CINCINNATI, OHIO 45230

TEL. 782-8600

AREA CODE 513

October 22, 1979

E667-1005

LANCE S. COX  
JACK F. THORNTON

Secretary of State  
State of Ohio  
Corporate Section  
State House  
Columbus, Ohio 43216

Re: Monte Lindo Condominium Unit Owners' Association, Inc.

Dear Sir:

Enclosed for filing are Articles of Incorporation and Original Appointment of Agent for Monte Lindo Condominium Unit Owners' Association, Inc., a non-profit corporation. Also enclosed is our check in the amount of \$25.00 to cover filing fee and a stamped, self-addressed envelope for return of same.

If you have any questions, please call me collect.

Very truly yours,

COX AND THORNTON

  
JACK F. THORNTON

JFT/ghw

Enclosures

