

RECEIVED & FILED 1

Ch 9/600

APR 29 10 03 AM '97

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ESTATES OF HUNTING CREEK HOME
OWNERS ASSOCIATION, INC.

JOHN Y. DROWN III
SECRETARY OF STATE
John Y. Drown III

The Estates of Hunting Creek Home Owners Association, Inc., a Kentucky non-stock, non-profit corporation organized under KRS Chapter 273, adopts the following Amended and Restated Articles of Incorporation which includes the amendments as designated herein. Except for the designated amendments, these Amended and Restated Articles of Incorporation currently set forth without change the corresponding provisions of the Articles of Incorporation as may have been heretofore amended, and that these Amended and Restated Articles of Incorporation, together with the designated amendments, supercede the original Articles of Incorporation and all amendments thereto. The original Articles of Incorporation are recorded in Corporation Book 380, Page 567 in the County Clerk's Office of Jefferson County, Kentucky.

ARTICLE I

Name

The name of the corporation is ESTATES OF HUNTING CREEK HOME OWNERS ASSOCIATION, INC.

ARTICLE II

Lots Included

Estate of Hunting Creek Home Owners Association, Inc. (hereinafter referred to as "Corporation" or "Association") shall be the Association of persons or legal entities owning lots within Section 1, Section 2A (originally Section 2), Section 2B, Section 3A, Section 3B, Section 4, Section 5, and Section 6 of Estates of Hunting Creek, Plats of which are recorded in the Offices of the County Clerks of Jefferson and Oldham Counties, Kentucky. All of said Sections are hereinafter referred to as "Subdivision". (This is an amendment to Article II of the original Articles of Incorporation ("Articles").)

ARTICLE III

Purposes

The general purpose of the Association is to promote the social welfare and serve the common good and general welfare of its members and shall include, unless such obligations are otherwise assumed by any municipal or governmental agency having jurisdiction thereof, the maintenance and repair of the streets, medians, open spaces and common areas, crosswalks, storm drains, retention and other basins, lakes, fences, street lights and entrances of the Subdivision, and acceptance of common area for purposes of operation, maintenance and repair. The objects and purposes of the Association shall further include the absolute and mandatory responsibility to maintain the areas in the Subdivision designated as Open Space, if any, in such fashion as not to create a potential or actual health or safety hazard. (This is an amendment to Article III of the original Articles.)

ARTICLE IV

Powers and Administration

(a) The Corporation shall have all the powers conferred upon a nonstock, nonprofit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes.

(b) The Association shall have the power to levy assessments to defray the expenses of accomplishing its purposes, as provided in the Declaration of Covenants and Restrictions of Estate of Hunting Creek Home Owners Association, Inc. ("Declaration") recorded in the Office of the County Clerk of Jefferson County, Kentucky.

(c) Any assessments levied by the Association shall be used

only for purposes generally benefitting the Association, and shall constitute a lien upon the lot and improvements against which each such assessment is made. This lien shall be subordinate to the lien of any first mortgage or vendor's lien on the lot and shall be enforceable against the respective lots by foreclosure or otherwise.

(d) The initial assessment hereunder shall be at a rate fixed by the Association which may be amended from time to time and to be assessed on a per annum per lot basis payable on January 1 of each year. The first assessment shall be payable on date of deed from Developer to a purchaser and pro-rated to January 1st of the following year. The Board of Directors may from time to time increase or decrease the assessment. The Board of Directors of the Association shall determine the amount and fix the due date of each assessment.

(e) Anything to the contrary contained herein notwithstanding, until all lots in the Subdivision are conveyed, by Ken-Ro, Inc., a Kentucky corporation ("Developer"), the Developer of the Subdivision, or until the Developer shall relinquish its control in writing (whichever shall occur first), the Developer shall have the sole and exclusive right to elect or appoint all members of the Board of Directors of the Association, and the term of office of the directors elected or appointed by Developer shall expire when the Developer has conveyed all lots in the Subdivision, or until the Developer has first relinquished his control in writing. (This Subsection IV (e) is an amendment to Subsection IV (e) of the original Articles.)

(f) The Association shall have all powers necessary to carry out, enforce and administer the provisions of the Declaration.

recorded in the County Clerk's Office in Jefferson County, Kentucky.

(g) The Bylaws adopted by the Board of Directors of the Corporation, not inconsistent with these Articles or the Declaration, shall also govern the Corporation. In the event of any discrepancy between the provisions hereof, or between the provisions of the Bylaws of the Association and the provisions of the recorded Covenants and Restrictions of the Subdivision, the recorded Covenants and Restrictions shall control. (This Subsection IV(g) is an addition to the original Articles.)

ARTICLE V

Duration

The Association shall exist perpetually or until dissolved according to law. (This Article V is an amendment to Article V of the original Articles.)

ARTICLE VI

Principal Office and Registered Agent

The principal office of the corporation in the Commonwealth of Kentucky is #2 Autumn Hill, Prospect, Kentucky, 40059.

ARTICLE VII

Members

All persons who are owners of lots in the Subdivision shall be members of the Association, and membership in the Association shall be limited to such owners of lots. Membership in the Association shall terminate when a person is no longer the owner of a lot. Subject to the foregoing, admission to and termination of membership and the voting rights of members shall be more particularly governed by the

Declaration and by the Bylaws of the Corporation, to the extent that the Bylaws are not inconsistent with the Declaration. (This is an amendment to what was Article VII of the original Articles.)

ARTICLE VIII

Directors

The affairs of the Association shall be governed by a Board of Directors of not less than five (5) nor more than seven (7) persons, such number to be set by the Directors from time to time. (This is an amendment to what was Article IX of the original Articles.)

ARTICLE IX

Bylaws

The Bylaws of the Corporation shall be as adopted by the initial Board of Directors of the Corporation, or by Developer and if by Developer, before Developer conveys all lots in the Subdivision or Developer first relinquishes control in writing. The Bylaws may be added to, amended or repealed by a majority of the Directors, or by Developer, and if by Developer, before it conveys all lots in the Subdivision, or before it relinquishes control of the Subdivision in writing. (This is an amendment to what was Article X of the original Articles.)

ARTICLE X

Limitation of Director Liability

A Director shall not be liable to the Corporation for monetary damages for breach of his duties as a Director, provided that such provision shall not eliminate or limit the liability of a Director:

- (a) For any transaction in which the Director's personal

financial interest is in conflict with the financial interests of the Corporation;

(b) 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; or

(c) For any transaction from which the Director derived an improper personal benefit.

(This Article is an amendment of the original Articles.)

FURTHER REQUIRED STATEMENTS

1. There are no members of the Corporation entitled to vote on these Restated Articles of Incorporation and the Restated Articles were adopted by the Board of Directors of the Corporation by affirmative vote of all of the Directors in office.

2. These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore amended, that they have been duly adopted as required by law and that they supersede the original Articles of Incorporation and all amendments thereto.

IN TESTIMONY WHEREOF, witness the signature of the President of the Corporation in Jefferson County, Kentucky, this 22nd day of April, 1997.

ESTATES OF HUNTING CREEK HOME
OWNERS ASSOCIATION, INC.

BY: Ronald F. Hettinger
RONALD F. HETTINGER, President

COMMONWEALTH OF KENTUCKY

COUNTY OF JEFFERSON


I hereby certify that the foregoing instrument was subscribed, acknowledged and sworn to before me this 22nd day of April, 1997, by Ronald F. Hettinger, as President, on behalf of Estate of Hunting Creek Home Owners Association, Inc., a Kentucky corporation, as the true act and deed of said Corporation.

My commission expires: 4/1/98


NOTARY PUBLIC, State-at-Large, KY

This instrument prepared by:

BOROWITZ & GOLDSMITH, PLC

BY: 
MORRIS B. BOROWITZ
1825 Meidinger Tower
462 S. Fourth Avenue
Louisville, KY 40202
Phone: (502) 584-7371

03/24/97

3199p

LAW OFFICES

BOROWITZ & GOLDSMITH, PLC

1825 MEIDINGER TOWER
LOUISVILLE, KENTUCKY 40202

TELEPHONE: (502) 584-7371
FAX: (502) 584-7386

OF COUNSEL

MORRIS B. BOROWITZ
STEWART E. BLAND
SHARON R. HANDY

MAX J. GOLDSMITH
HARRY B. DIAMOND
D. KEVIN RYAN
RANDALL L. GARDNER
DAVID B. MOUR
SANDRA B. HAMMOND
R. KENNETH KINDERMAN
K. TRACY RIGOR
THOMAS G. KARAGEORGE
WENDI S. SLECHTER
JEFFREY A. CROSS

April 28, 1997

Secretary of State
Corporations Division
P. O. Box 718
Frankfort, KY 40602-0718

RE: Amended and Restated Articles of Incorporation of Estates of
Hunting Creek Home Owners Association, Inc.

This office represents Estates of Hunting Creek Home Owners
Association, Inc.

Enclosed is original and two exact copies of the Amended and
Restated Articles of Incorporation of Estates of Hunting Creek
Home Owners Association, Inc., a non-profit, non-stock
corporation organized under the provisions of KRS Chapter 273.

Also enclosed is a check payable to Kentucky State Treasurer in
the amount of \$16.00 covering filing fees.

Please file the original and stamp the two copies as filed and
return them to my office.

Thank you.



MORRIS B. BOROWITZ

MBB/pat
Enclosures
3251p