

ARTICLES OF INCORPORATION

THOROUGHBRED RUN HOMEOWNERS' ASSOCIATION, INC.

The undersigned, being over the age of twenty-one (21) years, do hereby voluntarily associate themselves for the purpose of forming a nonstock, nonprofit Kentucky corporation in accordance with the provisions of Kentucky Revised Statutes Chapter 273.

1. Name. The Corporation's name shall be Thoroughbred Run Homeowners' Association, Inc.
2. Duration. The Corporation's duration shall be perpetual.
3. Definitions. As used in these Articles of Incorporation the following terms shall have the following meanings:
 - (a) "Declaration" shall mean any Declaration of Covenants, Conditions, Restrictions, Easements and Liens as amended from time to time, affecting Thoroughbred Run subdivision in Grant County, Kentucky.
 - (b) "Declarant" shall mean Baton Rouge Land Co., LLC, a Kentucky limited liability company and shall include any person, corporation or association to which it may expressly assign its rights, or any of them, from time to time, under these Articles of Incorporation.
 - (c) "Lot" shall mean each subdivided lot or similar property as set forth in the Declaration, the owner of which property is a member of the Corporation.
4. Purposes. The Corporation is organized under the Kentucky Nonprofit Corporation Act and the purposes and objects for which the Corporation is formed are as follows:
 - (a) To promote the social welfare and serve the common good and general welfare of the members of the Corporation and to construct, operate, maintain and repair any common area, whether owned by the Corporation or not, as contemplated by the Declaration.
 - (b) Notwithstanding the generality of the foregoing, the Corporation shall not (1) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, or (2) directly or indirectly participate in, intervene in (including the publishing or distributing of statements), any political campaign on behalf or in opposition to any candidate for public office.

5. Powers. In addition to all other powers the Corporation may have pursuant to the Kentucky Nonprofit Corporation Act, the Corporation shall have the powers to:
 - (a) Exercise and enforce any right or privilege assigned to it under the Declaration; and
 - (b) Assess, levy and collect assessments against each Lot and against members of the Corporation as provided in any Declaration.

6. Internal Affairs. Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution of final liquidation, are:
 - (a) The membership of the Corporation shall consist of members designated from time to time in the Declaration, and such members shall be classified as follows:
 - (1) Class A membership shall consist of all Lot owners, with the exception of the Declarant.
 - (2) Class B membership shall consist of the Declarant. The Class B membership shall cease and be converted to Class A membership at the time provided in the Declaration and the Corporation's By-Laws.
 - (b) Each Class A member shall have one vote in respect of each Lot owner by such member, and the Class B members shall have the number of votes as will constitute seventy-five percent (75%) of the total voting power of the Association.
 - (c) Nothing in these Articles of Incorporation shall limit the right of the Declarant to alter in any way its plans for the development of the Lots at any time and from time to time.
 - (d) No part of the Corporation's net earnings shall inure to the benefit of any individual or any shareholder of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
 - (e) Upon the dissolution of final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to one or more organizations designated by the Board of Directors at that time, to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes of the Corporation. Any of such assets not so disposed of shall be

disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

7. Office and Agent. The address for the Corporation shall be 2333 Anderson Road, Crescent Springs, KY 41017. The name and address of the Corporation's initial Registered Agent shall be David P. Heidrich, 2333 Anderson Road, Crescent Springs, KY 41017.

8. Board of Directors. The number of directors constituting the Corporation's initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
David P. Heidrich	2333 Anderson Road Crescent Springs, KY 41017
Tammy L. Trimble	2333 Anderson Road Crescent Springs, KY 41017
Steve Berling	1671 Park Road Ft. Wright, KY 41011

9. Amendment. These Articles of Incorporation may be amended in the manner now or hereafter provided by Kentucky Statute for the amendment hereof; but only with the assents of seventy-five percent (75%) of the total number of votes held by the entire membership of the corporation.

10. Incorporator. The name and address of the incorporator is David P. Heidrich, 2333 Anderson Road, Crescent Springs, KY 41017.

11. Elimination of Personal Liability of Directors. No director of the Corporation shall be personally liable for monetary damages for breach of his/her duties as a director, provided, however, that this provision shall not eliminate or limit the liability of any director for:

- (a) Any transaction in which the director's personal financial interest in conflict with the financial interests of the Corporation.
- (b) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of the law.

(c) Any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the incorporators have signed triplicate originals of these Articles of Incorporation on the _____ day of _____, 2006.

DAVID P. HEIDRICH

COMMONWEALTH OF KENTUCKY
COUNTY OF KENTON

The foregoing instrument was acknowledged before me by David P. Heidrich on the _____ day of _____, 2006.

NOTARY PUBLIC

My commission expires: _____

This document prepared by:

DAVID P. HEIDRICH, ESQ.
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Crescent Springs, KY 41017
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