

ARTICLES OF INCORPORATION

OF

CLAIBORNE HOMEOWNERS' ASSOCIATION

By LO
 Date 2-27-09
 Amount \$25

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 the corporation shall be Claiborne Homeowners' Association.

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 Loveland, Hamilton County, Ohio.

ARTICLE III

The purpose for which said non-profit corporation is formed, and various other provisions pertaining to this non-profit corporation and its powers are set forth in the following sections of these Articles. This non-profit corporation, hereinafter sometimes referred to as the "Association", does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to act as the Lot Owners' Association with regard to the tracts of real estate specifically described in the Declaration of Covenants, Conditions and Restrictions applicable to said real estate, said Declaration being recorded or to be recorded in the property records of the county where the principal office of this corporation is located. In addition, the specific purposes for which this Association is formed are to provide for the maintenance, preservation and 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 above described property and to act in the same manner with regard to any other property which may hereafter be brought within the jurisdiction of this Association as part of the same plan, and for these purposes:

- (a) to exercise all the power and privileges and to perform all of the duties and obligations of the Association as set forth in the aforesaid Declaration or as the same may be amended from time to time;
- (b) to fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office, administrative, and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges levied or imposed against the property of the Association;
- (c) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association and subject to the terms of the Declaration;

- (d) to borrow money, and with the assent of a majority of the voting power of the Association, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, but only to the extent permitted by the Declaration;
- (e) to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purpose and to the extent and in such manner as may be authorized in the Declaration;
- (f) to own, acquire, build, operate and maintain open spaces, private roadways, parking areas, driveways, utility lines, recreation areas, playgrounds, swimming pools, landscape easements and any structures, fixtures and all personal property incidental thereto, in accordance with the Declaration;
- (g) to obtain, pay for and maintain insurance to the extent provided in the Declaration;
- (h) to do any other thing necessary, expedient, incidental, appropriate or convenient to the carrying out of the foregoing purposes or which will promote the common benefit and enjoyment of the residents or owners of the Lots, insofar as not prohibited by law or the Declaration; and
- (i) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Ohio by law may now or hereafter have or exercise, insofar as not prohibited by the Declaration.

ARTICLE IV

TRUSTEES

The affairs of this Association shall be managed by the Board of Trustees, sometimes referred to as Directors, who need not be members of the Association. The number of trustees may be designated as not less than three (3) nor more than seven (7) members by said Association. The names and addresses of the persons who are to act in the capacity of initial Trustees until the selection of their successors are:

<u>Name</u>	<u>Term of Office</u>	<u>Address</u>
David W. Reibold	1 year	7265 Kenwood Road Suite 157 Cincinnati, Ohio 45236
Carey Fitzpatrick	1 year	7265 Kenwood Road Suite 157 Cincinnati, Ohio 45236
Robert C. Rhein	1 year	7265 Kenwood Road Suite 157 Cincinnati, Ohio 45236

ARTICLE V

G0574-1114

MEMBERSHIP

Every Owner of a Lot as described in the Declaration and as created by that Declaration which is subject by covenants of record contained in the Declaration to assessment by the Association, including purchasers on land installment contract as such instruments are defined in Ohio Revised Code Chapter 5313, and including contract sellers on other forms of executory contracts for the sale of a Lot, 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 Lot be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. Such membership shall terminate upon the sale or other disposition by such Lot Owner of his ownership interest, at which time the new Lot Owner shall automatically become a member of the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A - Class A members shall be all owners (with exception of the Declarant for as long as Class B membership exists), who shall be entitled to one vote for each lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as set forth in the Declaration and By-Laws.

Class B - Class B members shall be the Declarant (as defined in the Declaration), and such member shall be entitled to a such number of votes as will constitute seventy-five percent (75%) of the total voting power of the Association, as long as the Class B membership continues to exist. The Class B membership shall cease and be converted to Class A membership with one (1) vote for each Lot owned, on the happening of the following events, whichever occurs earlier:

A. When all of the real property described in Exhibit "B" has been annexed to the Declaration by the Declarants and seventy-five percent (75%) of the Lots therein (up to a total of 260 Lots) have been sold and conveyed to individual owners;

B. When the period of time of seven (7) years has expired from and after the date the Declaration is recorded.

Provided, however, that nothing herein shall be construed to prohibit the Class B member from converting all or part of its Class B membership to Class A membership with the results set forth above at any time earlier than the latter of the alternative events referred to above, by a written statement executed by the Declarant and delivered to the Association.

ARTICLE VII

GA574-1115

DISSOLUTION

Upon 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 equally to its members according to a plan adopted and administered by the Board of Trustees.

ARTICLE VIII

DURATION

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

ARTICLE IX

AMENDMENTS

Amendments of these Articles shall require the assent of members holding at least sixty-seven percent (67%) of the voting power of each class of the Association, except as may be provided to the contrary in the Declaration.

ARTICLE X

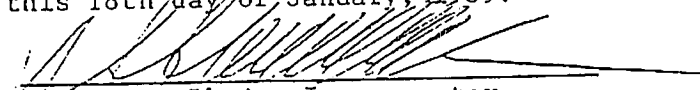
DEALING WITH CORPORATION

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 effected 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 must be disclosed to or known by the Board of Trustees 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 Trustees 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 and 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 XIINDEMNIFICATION OF TRUSTEES, OFFICERS OR EMPLOYEES

The corporation shall indemnify any and every trustee, officer or employee against expenses, judgments, decrees, 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 trustee, officer or employee is or may be made a party by reason of being or having been such trustee, officer or employee, provided a determination is made by the trustees in the manner set forth in Ohio Revised Code Section 1702.12(e) (1) to the effect (a) that such trustee, 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 trustee, officer or employee, (b) that he acted in good faith in what he reasonable 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 other rights to which such trustee, 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.

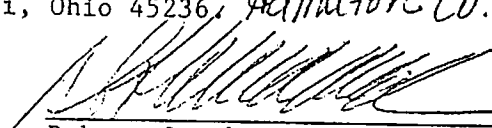
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Ohio the undersigned Incorporator of this Association has executed these Articles of Incorporation on this 18th day of January, 1989.


Robert C. Rhein, Incorporator

G0574-1117

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of Claiborne Homeowners' Association, hereby appoints Robert C. Rhein, a natural person resident in the State of Ohio, 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 7265 Kenwood Road, Suite 157, Cincinnati, Ohio 45236, *Hamilton CO.*

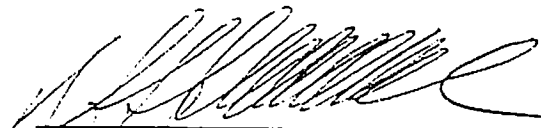

Robert C. Rhein, Incorporator

Cincinnati, Ohio
January 18, 1989

CLAIBORNE HOMEOWNERS' ASSOCIATION

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.


Robert C. Rhein



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

743914

Certificate

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:

CLAIBORNE HOMEOWNERS' ASSOCIATION.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll G574 at Frame 1112 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 27TH day of FEB,
A.D. 1989.



Sherrod Brown
Sherrod Brown
Secretary of State