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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

AUG 12 1986

Drexell R. Davis
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

THE CHAMPIONS HOMEOWNERS ASSOCIATION, INC.

The undersigned Incorporator has executed these Articles of Incorporation for the purpose of forming and does hereby form a non-stock, non-profit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE I

[NAME]

The name of the corporation is THE CHAMPIONS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

[PURPOSES]

The general purpose of the corporation is to promote the social welfare and serve the common good and general welfare of the owners of property in the The Champions Subdivision, and shall include, unless such obligations are assumed by a governmental agency having jurisdiction thereof, the maintenance and repair of streets, common areas, crosswalks, storm drains, basins, perimeter fences and fences along internal streets, entrance to the subdivision and other common areas, excepting those of the golf course for purposes of its operation, maintenance and repair.

ARTICLE III

[POWERS]

The corporation shall have all the powers conferred upon a non-stock, non-profit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes, as amended; and all the powers necessary, proper, convenient or desirable in order to fulfill and further the purpose of the corporation, including the enforcement of the restrictive covenants pertaining to The Champions Subdivision.

Mailed - Thomas H. Heilbron

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Mailed - Thomas H. Hellbron
1608 Harrodsburg Rd.
Lexington, Ky. 40504
Attn: Lyda
10/24/86 Jdc

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Mailed - Thomas H. Hellbron
1608 Harrodsburg Rd.
Lexington, Ky. 40504
Attn: Lyda
1014 Ville Rd.

ARTICLE IV

[DURATION]

The duration of the corporation shall be perpetual, unless the corporation is sooner terminated by the members in the manner provided in Chapter 273 of the Kentucky Revised Statutes.

ARTICLE V

[REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT]

The registered office and the principal office of the corporation is 1608 Harrodsburg Road, Lexington, Kentucky 40504.

The registered agent of the corporation is Thomas H. Heilbron, 1608 Harrodsburg Road, Lexington, Kentucky 40504.

ARTICLE VI

[MEMBERS]

All persons who are Owners of lots in The Champions Subdivision, Jessamine County, Kentucky, shall be members of the corporation, and membership in the corporation shall be limited to such Owners of such lots. Membership in the corporation shall terminate when a person is no longer the Owner of a lot. Where a Lot is owned by more than one person, all the Owners thereof shall be collectively entitled to one vote and such Owners shall, in writing, designate an individual who shall be entitled to cast the vote or votes on behalf of the Owners of such Lot of which he is a part owner until such authorization shall have been changed in writing. No Owner shall be eligible to vote who is more than sixty (60) days delinquent in payment of assessments for common expenses, or any related costs, or other debts or obligations to the Association.

ARTICLE VII

[INCORPORATOR]

The Incorporator of the corporation is Thomas H. Heilbron, 1608 Harrodsburg Road, Lexington, Kentucky 40504.

ARTICLE VIII

[DIRECTORS]

The affairs of the corporation are to be conducted by a Board of Directors of not less than three (3) nor more than seven (7) persons, the number to be set by the members in the manner provided in the By-Laws of the corporation. Directors need not be members of the corporation.

The initial Board of Directors of the corporation shall consist of three (3) persons who shall serve until their successors are duly elected and have qualified in the manner provided in the By-Laws of the corporation. The names and addresses of said initial directors are:

Thomas H. Heilbron
1608 Harrodsburg Road
Lexington, Kentucky 40504

Mary S. Heilbron
892 Summerville Drive
Lexington, Kentucky 40504

Lyda W. Wilder
1608 Harrodsburg Road
Lexington, Kentucky 40504

ARTICLE IX

[BYLAWS]

The By-Laws of the corporation shall be adopted by the initial Board of Directors of the corporation, and may be amended or repealed by a majority of the members in the manner provided in the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 11 day of August, 1986, by and through its duly authorized officer.

Thomas H. Heilbron
THOMAS H. HEILBRON