

ARTICLES OF INCORPORATION OF THE
COPPERFIELD NEIGHBORHOOD ASSOCIATION, INC.

The Association having been associated for the purpose of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273 of the Kentucky Revised Statutes, hereby certify as follows:

ARTICLE I

The name of the corporation shall be the Copperfield Neighborhood Association, Inc. For convenience, the corporation shall be referred to in the instrument as the "Association."

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

A. The purposes for which the Association is organized are: (i) to be and constitute the Association to which reference is made in the Deed of Restrictions for Copperfield recorded in the public records of Fayette County, Kentucky, as amended from time to time ("Deed of Restrictions"), to perform all legal obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaw and as provided by law; (ii) to provide an entity for the furtherance of the interests of residential owners in the development.

B. The Association shall make no distributions of income to its members, directors or officers.

C. All terms used herein which are not defined shall have the same meaning as provided in the Deed of Restrictions or Bylaws.

ARTICLE IV

The mailing address of the Association's principal address is 1388 Glenview Drive, Lexington Kentucky, 40514.

ARTICLE V

The street address of the Association's initial registered office is 155 East Main Street, Suite 300, Lexington, Kentucky, 40517, and the name of its initial registered agent at that office is J. Stan Lee.

ARTICLE VI

The name and mailing address of the incorporator is J. Stan Lee Vimont and Wills, 155 East Main Street, Suite 300, Lexington, Kentucky, 40507.

ARTICLE VII

The Association shall have all the powers necessary or desirable to perform the obligations and duties and to exercise the rithes of powers set out in the Articles, the Bylaws, Deed of Restrictions, including, without limitation the following:

A. To fix and to collect assessments or other charges to be levied against each unit or owner. Such charges or assessments shall become a lien on said property as soon as due and payable. Settlement of such liens shall be made as determined by the directors of this Association;

B. To manage, control, operate, maintain, repair and improve property under its control or any other property for which the Association by rule, regulation, Deed of Restriction, or contract has a right or duty to provide such services;

C. To enforce covenants, conditions, or restrictions affecting the property to the extent the Association may be authorized to do so by the Articles, Deed of Restrictions or Bylaws;

D. To engage in activities which will actively foster, promote and advance the common interest of all residential owners;

E. To enforce charges, restrictions, conditions and covenants existing upon and created for eth benefit of said property over which this Association has jurisdiction' to pay all expenses incidental thereto; to enforce the decisions and rulings of the Association having the jurisdiction over any of said property; to pay all of the expenses in connection therewith; and to reimburse any declarant under any Article of conditions, covenants, restrictions, assessments or charges affecting said property, and an part thereof, for all costs and expenses incurred or paid by it in connection with the enforcement, or attempted enforcement, of any of the conditions, covenants, restrictions, charges, assessments or terms set forth in any Article;

F. To provide for the maintenance of landscaped entry ways, medians, and any other areas deemed necessary by the Association;

G. The forgoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereinafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article VII are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article VII.

ARTICLE VIII

A. The Association shall be a membership corporation without certificates or shares of stock.

B. The owner of each unit subject to the declaration shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Bylaws, except there shall be no vote for any unit owned by the Association, or which is not used as a principal and primary residence. Further, the owner of any unit which has not paid any assessment assessed by the Board of Directors of the Association, shall not be entitled to vote. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

C. Change of membership in the Association shall be established by recording in the public records of Fayette County, Kentucky, a deed or other instrument establishing record title to a unit subject to the Deed of Restrictions. The owner designated by such instrument does and becomes a member of the Association and the membership of the prior owner is terminated. Written notice shall be delivered to the Association of such change in title.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his unit.

ARTICLE IX

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three directors.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Stephen Van Buren Miller
1388 Glenview Drive
Lexington, Kentucky 40514

Jane Houston Nozell
1349 Copper Creek
Lexington, Kentucky 40514

Lynn Andrew Schlumpg
1301 Copper Creek
Lexington, Kentucky 40514

C. The method of election and terms of office, removal, and filling in vacancies shall be set forth in the Bylaws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

ARTICLE X

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in a manner provided in the Bylaws.

ARTICLE XI

Amendments to the Articles of Incorporation may be proposed and adopted as provided in the Kentucky Revised Statutes provided that no amendment may be in conflict with the Deed of Restrictions, and provided further, no amendment shall be effective to impair or dilute any rights of members that are governed by the Deed of Restrictions.

ARTICLE XII

The Board of Directors, officers or members of said Association shall not be liable to any person or entity for any consequential, incidental, special or punitive damage or for any compensation for losses arising out of or in connections with any action or lack of action taken by the Association.

IN WITNESS WHEREOF, for the purposes of forming this Association under the laws of the Commonwealth of Kentucky, the incorporator has hereunder affixed his signature this the 19th day of October, 1994.

Signed by J. Stan Lee

J. Stan Lee

COMMONWEALTH OF KENTUCKY

COUNTY OF FAYETTE

The foregoing instrument was subscribed, sworn to and acknowledged before me by J. STAN LEE, on this 19th day of October, 1994.

My Commission expires: 5-4-97

Signed by Jude Marcuw

NOTARY PUBLIC

KENTUCKY, STATE-AT-LARGE

PREPARED BY:

Signed by J. Stan Lee

J. STAN LEE (signed)
VIMONT AND WILLS
Suite 300, 155 East Main Street,
Lexington, Kentucky, 40507-1317
Telephone (606) 252-2202
Facsimile (606) 259-2927

jsl2436/skm
Copperfield Neighborhood Assoc., Inc.

I, Donald W. Blevins, County Court Clerk
of Fayette County, Kentucky, hereby
certify that the forgoing instrument
has been duly recorded in my office.

Signed by Donald W. Blevins

By: Bob Holliday, dc

199410210137

October 21, 1994

15:56:34 PM

FEES \$13.00

Tax \$0.00

Total Paid \$13.00

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