



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	CC:
01/04/2001	200100401388	DOMESTIC ARTICLES/NON-PROFIT (ARN)	25.00	.00	.00	.00	.0

Receipt

This is not a bill. Please do not remit payment.

DINSMORE & SHOHL
175 S. THIRD STREET, SUIT
MARIA HINKEL
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1199027

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TERWILLIGER'S RUN GREEN AREAS FUND

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

200100401388



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

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 15th day of December,
A.D. 2000.

J. Kenneth Blackwell

Ohio Secretary of State

ARTICLES OF INCORPORATION

OF

TERWILLIGER'S RUN GREEN AREAS FUND

The undersigned, desiring to form a corporation not for profit, under the Ohio Non-Profit Corporation Law, Section 1702.01 to 1702.99, inclusive, of the Revised Code of Ohio, does hereby certify:

ARTICLE I

The name of the corporation shall be Terwilliger's Run Green Areas Fund.

ARTICLE II

The place in the State of Ohio where the principal office of the corporation is to be located is c/o Judith Green, 11270 Terwilliger's Valley Lane, Cincinnati, Ohio 45249-2739.

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 Protective Covenants 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 powers 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, said powers and privileges expressly including the assumption of the management of the activities of the Terwilliger's Run Green Area Fund;
- (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

RECEIVED
SECRETARY OF STATE
2000 DEC 15 AM 10:41
CLIENT SERVICE CENTER

business of the Association, including all license fees, taxes or governmental charges levied or imposed against the property of the Association;

- (c) to own, hold, improve, build upon, operate, maintain real or personal property upon approval at a meeting of the Members in connection with the affairs of the Association and subject to the terms of the Declaration;
- (d) to dedicate, sell or transfer all or any part of its interest in the Green 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;
- (e) to acquire additional Green Areas, in addition to that described in the Declaration when it was first recorded, but only in accordance with the provisions of the Declaration;
- (f) to own, acquire, build, operate and maintain Green Areas, surface drainage areas, utility lines, and any structures, fixtures and all personal property incidental thereto, in accordance with the Declaration;
- (g) to obtain, pay for and maintain insurance;
- (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. The number of trustees may be designated as not less than five (5) nor more than ten (10) members by said Association. The initial Trustees shall be:

1. Judith Green
11270 Terwilligers Valley Lane
Cincinnati, Ohio 45249

- 2. Brian Miller
11270 Terwilligers Valley Lane
Cincinnati, Ohio 45249
- 3. Gordon Peters
11270 Terwilligers Valley Lane
Cincinnati, Ohio 45249

ARTICLE V

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 contracts 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 disposition by such Lot Owner of his ownership interest, at which time the new Lot Owner shall automatically become a Member of the Association.

RECEIVED
 SECRETARY OF STATE
 2000 DEC 12 AM 10:14
 CLIENT SERVICE
 SCOTT COUNTY

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting Membership. Members shall be entitled to one vote for each lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be Members. The one vote for such Lot shall be exercised as set forth in the Declaration and By-Laws.

ARTICLE VII

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 at least seventy-five percent (75%) of the Members present, either in person or by proxy, at the annual meeting or special meeting of the Members Association.

ARTICLE X

DEALING WITH CORPORATION

A trustee 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 affected or invalidated by reason of the fact that any trustee or officer or any firm of which such trustee or officer is a member, or any corporation of which such trustee or officer is a shareholder, trustee or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such trustee, 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 any such matters. No trustee 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 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 XI

INDEMNIFICATION OF TRUSTEE, 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 by 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 acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of such corporation, and (b) 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 has executed these Articles of Incorporation.



Steven H. Schreiber, Incorporator
Dinsmore & Shohl
1900 Chemed Center
255 East Fifth Street
Cincinnati, Ohio 45202

14 day of December, 2000

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of Terwilliger's Run Green Areas Fund, hereby appoints Steven H. Schreiber, Esq., 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 Steven H. Schreiber, Dinsmore & Shohl LLP, 1900 Chemed Center, 255 East Fifth Street, Cincinnati, Ohio 45202.



Steven H. Schreiber, Incorporator
Dinsmore & Shohl
1900 Chemed Center
255 East Fifth Street
Cincinnati, Ohio 45202

14th day of December, 2000

TERWILLIGER'S RUN GREEN AREAS FUND

Ladies and Gentlemen:

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



Steven H. Schreiber, Esq.
Cincinnati, Ohio

::ODMA\MHODMA\CINTI:613931:1