

ARTICLES OF INCORPORATION
OF
HILLTOP FARM ASSOCIATION

In compliance with the requirements of the provisions of Chapter 1702 of the Revised Code of Ohio, the undersigned hereby forms a corporation not-for-profit and certifies:

ARTICLE I

Name

The name of the corporation is Hilltop Farm Association, "the Association".

ARTICLE II

Principal Office

The principal office of the Association shall be 640 Columbus Avenue, Lebanon, Warren County, Ohio 45036 or such place in Warren County, Ohio or Clermont County, Ohio, as the Board of Trustees of the Association shall specify from time to time.

ARTICLE III

Purpose and Powers

A Maintenance Declaration (the "Covenants") has been filed for certain lots in Hilltop Farm Subdivision, and recorded at Deed Book Volume 1199, Page 1312-1319 of the Clermont County Ohio Records. The Association is formed to act as a home owners association for the Subdivision, to promote the health, safety and welfare of the residents of the Subdivision, and for these purposes to:

- (a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these Articles of Incorporation, the By-Laws of the Association;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Covenants, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

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- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money to fulfill its purposes;
- (e) administer and enforce the Covenants;
- (f) have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 1702 may now or hereafter have or exercise by law; and
- (g) take any action necessary, expedient, incidental, appropriate or convenient to the carrying out of the foregoing purposes

The Association shall not do any act or enter into any agreement or enter into any transaction in a manner which would violate any provision of Chapter 1702 of the Ohio Revised Code or the provisions of these Articles or the Covenants.

ARTICLE IV

Membership

Countrytyme Lebanon Ltd., an Ohio Limited Liability Company, (the "Developer") and every person or entity who is a record owner of a fee or undivided fee-simple interest in a Lot in Hilltop Farm Subdivision shall be a member of the Association, and is herein called "a Lot owner". The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Lot, and transfer of a Lot shall automatically transfer membership to the transferee. Each owner shall have one vote for each lot owned in the Subdivision.

ARTICLE V

Board of Trustees

The names and addresses of the persons who are initially to act in the capacity of Trustees, until the selection of their successors, (as provided in the Covenants) are:

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<u>Name</u>	<u>Address</u>
Donald Harms	640 Columbus Avenue Lebanon, Ohio 45036
Eric Thomas	640 Columbus Avenue Lebanon, Ohio 45036
Steve Masterson	640 Columbus Avenue Lebanon, Ohio 45036

The number, qualifications, manner and time of selection of successor Trustees, and their terms of office, shall be as set forth in the Code of Regulations.

ARTICLE VI

Indemnification

(1) The association shall indemnify every person who is or has been a Trustee, officer, agent or employee of the Association and those persons' respective heirs, legal representatives, successors and assigns, against expenses, including attorneys' fees, and judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether in an action or proceeding by or in the right of the Association, or otherwise, in which such person was or is a party or is threatened to be made a party by reason of the fact that person was a Trustee, officer, employee or agent of the Association, or is or was serving in such capacity at the request of the Association, provided that person (a) acted in good faith and in a manner that person believed to be in or not opposed to the best interests of the Association, and (b) in any matter the subject of a criminal action or proceeding, had no reasonable cause to believe the questioned conduct was unlawful, but provided that in the case of any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor against any such person by reason of that person serving in such capacity, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Association unless and only to the extent that the court in which such action was brought shall determine upon application that in view of all the circumstances of the case that person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(2) Unless ordered by a court, the determination of indemnification, pursuant to the foregoing criteria, shall be made (a) by a majority vote of a quorum of Trustees of the

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Association who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or if a majority of a quorum of disinterested Trustees so direct, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Association or any person to be indemnified within the past five years, or (c) by the Lot owners, or (d) by the court in which such action, suit or proceeding was brought.

(3) Any such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under law, any agreement, or any insurance purchased by the Association, or by vote of Lot owners, or otherwise.

ARTICLE VII

Duration

The Association's existence shall be perpetual.

ARTICLE VIII

Dissolution

The Association may be dissolved only with the vote of unanimous consent of all Lot Owners.

ARTICLE IX

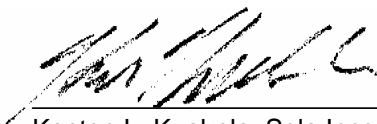
Definitions

All terms used herein shall have the same meanings as set forth in the Covenants.

ARTICLE X

Amendments

The Articles may be amended only with a 75% vote of the Lot Owners, except that any amendment altering the voting power of the members must be approved with the unanimous consent of all Lot Owners.



Kenton L. Kuehnle, Sole Incorporator

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J. Kenneth Blackwell

Prescribed by:
J. Kenneth Blackwell
Secretary of State
30 East Broad St. 14th Floor
Columbus, Ohio 43266-0418

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of

HILLTOP FARM ASSOCIATION

(name of corporation)

hereby appoint Eric Thomas to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

640 Columbus Avenue

(street address)

Lebanon

(city)

, Ohio

45036

(zip code)

Note: P.O. Box addresses are not acceptable

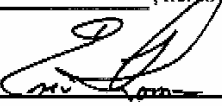
Signature: 
Name: Kenton L. Kuehne

Signature: _____
Name: _____

Signature: _____
Name: _____

ACCEPTANCE OF APPOINTMENT

The undersigned, Eric Thomas, named herein as the statutory agent for Hilltop Farm Association, hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Signature: 
Statutory Agent



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/28/2000	200033301032	DOMESTIC ARTICLES/NON-PROFIT (ARN)	25.00	10.00	.00	.00	.00

Receipt

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

THOMPSON, HINE, FLORY
 10 W. BROAD STREET, SUITE
 C R RUSSELL
 COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1192752

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
HILLTOP FARM ASSOCIATION
 and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC ARTICLES/NON-PROFIT	200033301032



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 20th day of November,
 A.D. 2000.

J. Kenneth Blackwell
 Ohio Secretary of State

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