

ARTICLES OF INCORPORATION

WHITE HILL SQUARE HOME OWNERS 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 White Hill Square Home Owners Association.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association shall be in Union Township, Butler County, Ohio, or such place in covenant thereto, as the Board of Trustees of the Association shall specify from time to time.

ARTICLE III

PURPOSE AND POWER

The purposes for which this Association is formed are to act on behalf of the owners at White Hill Square Subdivision to provide for maintenance and preservation of the property, and to promote the health, safety and welfare of the residents. To promote these purposes, the Association shall have the following powers:

(a) adopt and amend a Code of Regulations and other rules and regulations;

(b) adopt and amend budgets for revenues, expenditures and reserves and collect assessments for common expenses from owners;

(c) hire and discharge managing agents and other employees, agents and independent contractors, including enforcement of the terms of the Declaration;

(d) institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more owners on matters affecting the community;

(e) make contracts and incur liabilities;

(f) regulate the use, maintenance, repair, replacement and modification of the Common Areas and other rights as set forth herein; or in the Declaration;

(g) cause additional improvements to be made as part of the Common Areas;

(h) acquire, hold, encumber and convey in its own name any right, title or interest to real estate or personal property;

(i) grant easements, liens, licenses and concessions through or over the Common Areas;

(j) Impose and receive any payments, fees or charges for the use, rental or operation of the Common Areas and for services provided to Owners;

(k) Impose charges for late payments of assessments and after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, Code of Regulations, rules and regulations of the Association;

(l) Impose reasonable charges for the preparation and recordation of amendments to the Declaration or for statements of unpaid assessments;

(m) provide for indemnification of its officers and board of trustees and maintain directors' and officers' liability insurance;

(n) assigns its rights to future income, including the right to receive Assessments, except that this power shall be limited to the purposes of repair of existing structures or construction of recreation or surface water management facilities;

(o) exercise any other powers conferred by the Declaration or Code of Regulations;

(p) exercise all other powers that may be exercised in this state by corporations, non-profit;

(q) exercise any other powers necessary and proper for the governance and operation of the Association;

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, the Declaration or the Code of Regulations.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a Lot shall be a member of the Association, and is herein called "an 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. Voting rights of members shall be as set forth in the Declaration and Code of Regulations.

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 Declaration and Code of Regulations are:

Joseph W. Schwarz	275 Commercial Drive Fairfield, Ohio 45014
J. Harold Maggard	275 Commercial Drive Fairfield, Ohio 45014
Alan G. Schmidt	10094 Cliffwood Court Cincinnati, Ohio 45241

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

The Board of Trustees shall have all of the powers and all of the duties of the Board of Trustees as defined in Chapter 1702 of the Revised Code of Ohio, except as such powers may be limited or expanded by the provisions of these Articles, the Declaration or the Code of Regulations.

ARTICLE VI

NOTICE AND QUORUM

Notice and quorum requirements shall be in accordance with the provisions of the Declaration and the Code of Regulations.

ARTICLE VII

INDEMNIFICATION

(1) The Association shall indemnify every person who is or has been a Trustee, officer, volunteer, 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, volunteer, 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 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 the 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 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 the owners, or otherwise.

ARTICLE VIII

DURATION

The Association may be dissolved only with the same consents as are required to terminate the regime, as provided in the Declaration.

ARTICLE IX

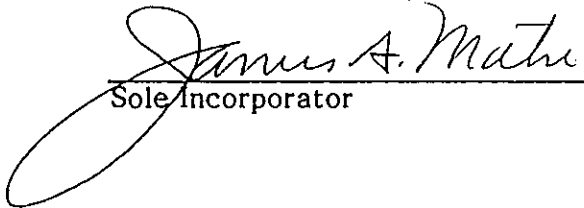
DEFINITIONS

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

ARTICLE X

AMENDMENTS

The Articles may be amended only under the same terms and conditions, and with the same approvals, as are provided in the Declaration for its amendment.


Sole Incorporator

00956-3568

ORIGINAL APPOINTMENT OF
STATUTORY AGENT

The undersigned being at least a majority of the Incorporators of WHITE HILL SQUARE HOME OWNERS ASSOCIATION, hereby appoints Joseph W. Schwarz 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 275 Commercial Drive, Fairfield, Butler County, Ohio 45014.

Date: June 13, 1990


Sole Incorporator