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John Y. Brown III
Secretary of State
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ARTICLES OF INCORPORATION
OF

EAST LAKE NEIGHBORHOOD ASSOCIATION, INC.

The undersigned Incorporator, T. Bruce Simpson, Jr., executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), in accordance with the following provisions.

ARTICLE I

Name

The name of the Corporation is the East Lake Neighborhood Association, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it, and the powers granted to it, are as follows:

A. The particular purposes of the Corporation shall be:

1. To promote, preserve and protect the East Lake area and the adjacent and surrounding properties and to generally carry out any and all activities and responsibilities necessary, incidental to or desirable in order to achieve such objectives.

2. Subject to the limitations set out in this Article II, to engage in any other activity the overall purpose of which is intended to further the social welfare purposes of the Corporation.

B. The Corporation is irrevocably dedicated to and is organized and operated exclusively for purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall receive contribution and fees, and shall distribute its funds for social welfare, and/or educational purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed to a corporation by the Kentucky Nonprofit Corporation Acts, KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs C and, if applicable, D of this Article II.

C. Any other provisions of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to a corporation described in Section 501(c)(4) of the Code, including activities to the extent prohibited by Section 501(m) of the Code.

D. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

Gale Havens
3213 Sweetwater Court
Lexington, KY 40515

CONSENT BY REGISTERED AGENT

I, Gale Havens, do hereby consent to undertake the position of registered agent for the East Lake Neighborhood Association, Inc.

Dated: 4-7-, 2003



GALE HAVENS

ARTICLE IV

Principal Office

The mailing address of the Corporation's principal office is:

3213 Sweetwater Court
Lexington, KY 40515

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Directors

The affairs of the Corporation shall be governed by a Board of Directors consisting of now fewer than three (3) members, the exact number, and the manner in which they are elected or appointed, to be established in the Bylaws of the Corporation. A director may be removed from office by a majority of the members of the Corporation, with or without cause. The names and addresses of the initial directors, who shall serve until the first annual meeting of directors or for such other period as may be specified in the Bylaws, are:

Gale Havens, President
3213 Sweetwater Court
Lexington, KY 40515

Bill Smith, Vice President
1009 Dew Court
Lexington, KY 40515

Brenda Heileg, Secretary/Treasurer
1005 Fog Court
Lexington, KY 40515

James Havens, Sergeant at Arms
3213 Sweetwater Court
Lexington, KY 40515

Karen Rardin
3201 Shoal Lake Drive
Lexington, KY 40515

Michelle Alcorn
3236 Shoal Lake Drive
Lexington, KY 40515

James Wash
3212 Sweetwater Court
Lexington, KY 40515

ARTICLE VII

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor provision. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liability of the corporation, dispose of all Corporate assets by distributing such assets to one or more organizations that are organized and operated exclusively for social welfare purposes and at that time qualify as exempt organizations under Section 501(c)(4) of the Code or its successor provision. If possible, the purposes of such social welfare donee or donees should be substantially similar to the social welfare purposes of the Corporation. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for social welfare and/or educational purposes as shall, at that time, qualify as tax-exempt under Section 501(c)(4) of the Code or its successor provision. If possible, the Court shall cause such remaining assets to be transferred to a donee or donees that have purposes that are substantially similar to the social welfare purposes of the Corporation.

ARTICLE VIII

Limitation of Director Liability

No director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a director except for liability:

- A. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
- B. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- C. For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

Amendment

The Articles of Incorporation of the Corporation may be amended in the manner provided by law.

ARTICLE X

Indemnification

Each person who is or was a member, trustee, officer or director of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, trustee, officer or director of another corporation, whether elected or

appointed, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, trustee, officer, director or employee or arising out of such person's status as a member, trustee, officer, director or employee; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person or if such indemnification would be prohibited by law. Such right shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payments of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the member, trustee, officer, director or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the

Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Act or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

For the purpose of this Article, reference to the "Corporation" includes all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

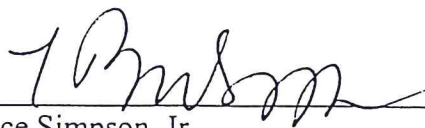
ARTICLE XI

Incorporator

The name and address of the Incorporator is:

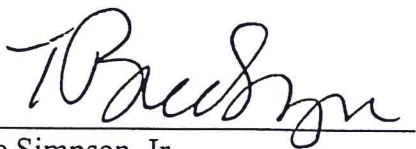
T. Bruce Simpson
Attorney at Law
139 Market Street
Lexington, Kentucky 40507

Signed by the Incorporator this _____ day of _____, 2003.



T. Bruce Simpson, Jr.

THIS INSTRUMENT PREPARED BY:



T. Bruce Simpson, Jr.
Attorney at Law
139 Market Street
Lexington, Kentucky 40507
(859) 226-9803

*Return to
preparer*

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

Donald W Blevins

By: Doug BRADLEY, dc

200304290037

April 29, 2003

09:24:48 AM

Fees	\$21.00	Tax	\$0.00
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Total Paid	\$21.00
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