



**Bob Taft
Secretary of State
State of Ohio**

New Filings Section

December 17, 1998

DIN#: 199833400049

STRAUSS & TROY
ATTN M A RUH
201 E FIFTH ST #2100
CINCINNATI, OH 452024186

EXPEDITE

Re: LGHOA, INC.

Dear Customer:

The enclosed document (s) is being returned for the following reason (s) :

ARTICLE II NEEDS A COUNTY.

To ensure proper credit, this return slip, credited in the amount of \$ 35.00 must accompany the corrected documents. Completed documents must be returned within 30 days or a refund will be issued.

If you have any questions regarding this matter, please feel free to contact this office at (614) 466-8438. Thank you.

/FP/SOS

30 E. Broad Street, 14th Floor, Columbus, Ohio 43266-0418

**ARTICLES OF INCORPORATION
OF
LGHOA, INC.**

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

ARTICLE I. Name. The name of the said corporation shall be

LGHOA, INC.

ARTICLE II. Principal Office. The place in the State of Ohio where the principal office of the corporation is to be located is: LGHOA, Inc., c/o QI Services, Inc., Attn: Anthony M. Barlow, Vice President, 2100 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202-4186.

ARTICLE III. Purposes and Powers. The purpose for which the corporation is formed is to function as a Homeowners' association (the "Association") to carry out all development, maintenance, improvement, repairs, alterations, operations, administration, supply of services and general management of the common areas of the subdivision known as Laurel Glen Subdivision, located in the County of Warren, Ohio on behalf of all lot owners therein and to conduct any other lawful actions related thereto, except that nothing in these Articles of Incorporation or in the By-Laws of the corporation shall authorize the corporation to, and the corporation shall not, enter into any transaction, carry on any activity, or engage in any business for pecuniary profit. The net earnings of the corporation, if any, shall not inure to the benefit of any incorporator, member, or any member of the Board of Trustees of the corporation, or to any private individual

ARTICLE IV. Board of Trustees. The Board of Trustees shall serve as the trustees of the corporation and shall exercise all of the powers and have all the duties of trustees as defined in Chapter 1702 of the Ohio Revised Code, except as such powers may be limited by the corporation's By-Laws.

The following persons shall serve the corporation initially as the Board of Trustees until their respective successors shall be duly elected:

A. William Erpenbeck, Jr.
927 Dudley Road
Edgewood, KY 41017

Jeffrey W. Erpenbeck
927 Dudley Road
Edgewood, KY 41017

Gary W. Erpenbeck
927 Dudley Road
Edgewood, KY 41017

ARTICLE V. Membership. Every Owner of a legally constituted and platted unit which is subject to assessment by the Association ("Unit") (including purchasers on land installment contracts and including contract sellers on other forms of executory contracts for the sale of a Unit, 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 Unit be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment. Such membership shall terminate upon the sale or other disposition by such unit owner of his ownership interest, at which time the new unit owner shall automatically become a member of the Association.

ARTICLE VI. Voting. The Association shall have one class of voting membership. Subject to the powers reserved by Erpenbeck Development Company, Inc., or its successor in interest to the Laurel Glen subdivision property, as stated in the By-Laws, each unit owner shall be entitled to one vote for each Unit owned in fee simple. If two or more persons own undivided interests in a Unit, the voting power of the Unit shall be divided among the owners of record of the Unit in proportion to each such owner's respective proportionate ownership interest in the Unit.

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 to its members according to a plan adopted and administered by the Board of Trustees of the corporation.

ARTICLE VIII. Duration. The duration of this corporation shall be perpetual.

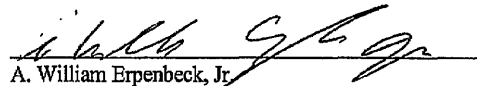
ARTICLE IX. Amendments. Amendment of these Articles shall require the assent of members holding at least seventy-five percent (75%) of the voting power of the Association.

ARTICLE X. Acts of Board Members or Officers. A Board member 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 Board member or officer or any firm of which such Board member or officer is a member, or any corporation of which such Board member or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such Board member, 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 such matters. No Board member or officer shall be accountable or responsible to the corporation for or in respect of any gains or profits realized by him or by any organization affiliated with him as a result of such transaction, contract or act. Any such Board member 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. Each Board member and officer of the Association and each former Board member and officer of the Association shall be indemnified by the Association to the fullest extent permitted under Ohio law against the costs and expenses reasonably incurred by him in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of his being or having been such Board member or officer of the Association (whether or not he is a Board member or officer at the time of incurring such costs and expenses), except with respect to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such Board member or officer, or found not to have acted in good faith or in a manner he reasonably believed to be in the best interests of the Association.


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Ohio, the undersigned incorporator of this Association has executed these Articles of Incorporation, this 24th day of November, 1998.


A. William Erpenbeck, Jr.
Sole Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of LGHOA, Inc., hereby appoints QI Services, Inc., a Hamilton County, Ohio resident, upon which any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The agent's complete address is QI Services, Inc., Attn: Anthony M. Barlow, Vice President, 2100 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45206.

LGHOA, INC.


A. William Erpenbeck, Jr.
Sole Incorporator


November 24, 1998

LGHOA, INC.

Gentlemen:

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

QI Services, Inc.
2100 PNC Center
201 East Fifth Street
Cincinnati, OH 45202-4186

By: 
Anthony M. Barlow
Vice President

STRAUSS & TROY
A Legal Professional Association

MARK H. BERLIANT
WILLIAM V. STRAUSS
LARRY A. NEUMAN*
WILLIAM S. ABERNETHY, JR.
ALAN C. ROSSER
THOMAS C. RINK
WILLIAM R. JACOBS
DANIEL H. DEMMERLE, II*
JAMES G. HELDMAN
CHARLES J. POSTOW**
STUART C. BRINN*
MARTIN C. BUTLER*

R. GUY TAFT
ANN W. GERWIN
RICHARD S. WAYNE
PAUL B. CALICO*
ANDREW M. SHOTT
CLAUDIA G. ALLEN
TIMOTHY B. THEISSEN*
WILLIAM K. FLYNN*
CHARLES C. ASHDOWN
MARILYN J. MAAG
THOMAS L. STACHLER
ANTHONY M. BARLOW
MARSHALL K. DOSKER*

2100 PNC CENTER
201 EAST FIFTH STREET
CINCINNATI, OHIO 45202-4186
Telephone: 513-621-2120
Facsimile: 513-241-8259

NORTHERN KENTUCKY OFFICE
50 EAST RIVERCENTER BOULEVARD
SUITE 1400
COVINGTON, KENTUCKY 41011

SHAWN M. YOUNG
STEVEN F. STUHLBARG
AUGUST T. JANSZEN*
THOMAS P. GLASS*
PETE A. SMITH*
MICHAEL A. RUH, JR.*
CHERYL A. MEYER*

Founded in 1953
LUCIEN G. STRAUSS (1900-1982)
ORVILLE A. TROY (1896-1967)
KENNETH D. TROY (1918-1993)

- OF COUNSEL -
SAMUEL M. ALLEN*
GORDON H. HOOD*
CHARLES G. ATKINS*
RICHARD D. HEISER
LEON L. WOLF
PAUL J. THEISSEN*
DIANE SCHNEIDERMAN
CHARLES H. MELVILLE
JOHN G. PARNELL
PHILOMENA S. ASHDOWN
*Also Admitted in Kentucky
**Also Admitted in Florida

December 18, 1998

Ohio Secretary of State
New Filings Section
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

VIA FEDERAL EXPRESS

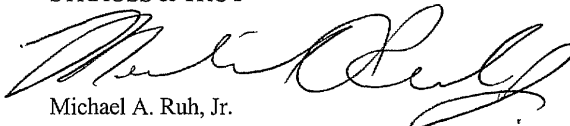
Re: LGHOA, Inc.; Incorporation

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of LGHOA, Inc. along with a credit return slip for the amount of \$35.00. Please expedite the filing of these corrected Articles of Incorporation.

Very truly yours,

STRAUSS & TROY



Michael A. Ruh, Jr.

MAR/kac
Enclosures

WORD/261994

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 1/7/1999	199833400049	ARN DOMESTIC ARTICLES/NON-PROFIT	25.00	0.00	0.00	0.00	0.00
TOTAL			25.00	0.00	0.00	0.00	0.00

Return To:
STRAUSS & TROY
ATTN M A RUH JR
201 E FIFTH ST #2100
CINCINNATI, OH 45202-4186

-----cut along the dotted line-----



The State of Ohio
 ❁ *Certificate* ❁

Secretary of State - Bob Taft

1052138

It is hereby certified that the Secretary of State of Ohio has custody of the business records for LGHOA, INC. and that said business records show the filing and recording of:

Document(s)
 DOMESTIC ARTICLES/NON-PROFIT

Document No(s):
 199833400049

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 23rd day of
 December, A.D. 1998



Bob Taft

Bob Taft
 Secretary of State