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ARTICLES OF INCORPORATION

OF

John Y. Brown III Secretary of State

THE VILLAGES OF KIRKWOOD HOMEOWNERS ASSOCIATION, INC. Received and Filed

01/25/2001 11:23 AM

These Articles of Incorporation, made and entered into this the 19th day of January, 2001, evidencing that the undersigned incorporator has declared his intention of forming a non-profit corporation pursuant to Chapter 273 of the Kentucky Revised Statutes and all other acts amendatory thereof and supplemental thereto as follows: Fee Receipt \$8.00 dday - MAOI

ARTICLE I

The name of the Corporation shall be THE VILLAGES OF KIRKWOOD HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose of this non-profit corporation shall be to promote and serve the general welfare and common good of the members of the Corporation, and to maintain and repair any common structure, facility or ground, whether owned by the Corporation or not, on land known as Kirklevington South (Kirkwood Village Apartments), Lots 34 through 61, Section 1, Lot 2B, Block "A" in Lexington, Fayette County, Kentucky, as shown on plat thereof of record in the Fayette County Clerk's Office, in Plat Cabinet J, Slide 787.

ARTICLE IV

Membership

The membership of the Corporation shall consist of the Owners of the lots described in Article III above, all of whom shall be voting members' the rights, responsibilities, privileges and qualifications for membership shall be as delineated in the By-Laws of the Corporation.

ARTICLE V

Registered Office; Registered Agent

The address of the initial registered office of the Corporation is 2300 Regency Road, Lexington, Kentucky 40503, and the name of the initial registered agent at such address is John D. Barlow.

Return to preparer

ARTICLE VI

Principal Office

The address of the principal office of the Corporation is 2300 Regency Road, Lexington, Kentucky 40503.

ARTICLE VII

Initial Directors

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors are as follows, such persons to serve until the first annual meeting of the shareholders and their successors in office are elected and shall qualify:

James L. Barlow	2300 Regency Road Lexington, Kentucky 40503
John D. Barlow	2300 Regency Road Lexington, Kentucky 40503
Tracie Sayers	2300 Regency Road Lexington, Kentucky 40503

ARTICLE VIII

The Corporation shall have the power to exercise all powers delineated in KRS 273.171, including all lawful powers necessary to carry out the purpose of the Corporation as stated above in Article III; in addition to any other powers that may be given to it, the Corporation shall have the right to exercise and enforce any right or privilege assigned to it under any Deed of Restrictions, and to assess, levy and collect assessments against each Lot and against members of the Corporation as provided in any Deed of Restrictions.

ARTICLE IX

No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of, or be distributable to any private person. Upon dissolution, the assets of the Corporation shall be distributed to the Members in accordance with the provisions of the By-Laws.

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



By: Jeannie MCVEY, dc

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January 26, 2001

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Fees	\$9.00	Tax	\$0.00
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Total Paid	\$9.00
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