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**ARTICLES OF INCORPORATION
Of
BATTLEFIELD ESTATES HOMEOWNER’S ASSOCIATION, INC.**

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KNOW ALL MEN BY THESE PRESENTS:

We the Homeowners , in order to form a nonprofit corporation for the purposes here after set forth, under and pursuant to the provisions of the statues of the Commonwealth of Kentucky do hereby stat as follows:

ARTICLE I

Name. The name of this corporation shall be BATTLEFIELD ESTATES HOMOWNERS’S ASSOCIATION, INC.

ARTICLE II

Duration. The period of duration of this corporation shall be perpetual.

ARTICLE III

Definitions. As used in these Articles of Incorporation the following terms shall have the following meanings:

- (a) “Association” shall refer to Battlefield Estates Homeowner’s Association, Inc.
- (b) “Subdivision” refers to Battlefield Estates.

ARTICLE IV

Purposes: The Association is organized for the following purposes and objects:

- (a) To promote the social welfare and serve the common good and general welfare of the members of the Association.
- (b) Cooperate in providing security services as needed for the development.
- (c) To meet the cost of improvements within the subdivision which benefit all members of the Association.
- (d) To perform any other lawful acts necessary or appropriate to carry out the purposes for which the corporation is created.

- (e) Notwithstanding the generality of the foregoing, the corporation shall not (1) devote more than an insubstantial part of its activities attempting to influence legislation by propaganda or otherwise; or (2) directly or indirectly participate in, intervene in (including the publishing or distributing of statements), any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE V

Powers. In addition to all other powers the corporation may have pursuant to the Kentucky Nonprofit Corporation Act, the Corporation shall have the powers to:

- (a) Exercise and enforce any right or privilege assigned to it under any Declaration of Restrictions.
- (b) Assess, levy and collect assessments against each member of the Association, as provided in any Declaration of Restrictions; and
- (c) Perform those acts consistent with the purposes for which the Association is formed, as set forth herein.
- (d) This corporation is organized as a non-profit corporation under Chapter 273.161 through 273.400 of the Kentucky Revised Statutes with no part of any income to be distributable to its members, directors or officers.

ARTICLE VI

Internal Affairs. The internal affairs of the Association shall be regulated as follows:

- (a) The membership in the Association shall consist of owners of single family Residential lots in Battlefield Estates including Townhome lots. The members of the Association shall be of one class.
- (b) No part of the Association's net earnings shall inure to the benefit of any individual or any member of the Association, but shall instead benefit all the members, as a whole.
- (c) Upon the dissolution or final liquidation of the Association, any remaining assets of the Association shall be distributed to one or more organizations who are then exempt from federal taxation under Section 501 (c)(3), Section 501 (c) (4) or Section 501 (c)(7) of the Internal Revenue Code, as Amended, as determined by the Board of Directors.

ARTICLE VII

The address of the corporation's initial registered office is 151 General Nelson Dr. Richmond, Kentucky 40475, and the name of its initial registered agent at said address is E. L. Helton Jr.. The principal office of the corporation is E. L. Helton Jr. 151 General Nelson Dr. Richmond, Kentucky 40475

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be ten (10) and the name and address of such persons who shall serve as directors until the first annual meeting of the membership or until successors be elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
E. L. Helton	151 General nelson Dr Richmond, KY 40475	Chairman
Joe Blankenship	105A South Ct. Richmond, KY 40475	Vice Chair
Dwight Barkley	149 General Nelson Dr Richmond, KY 40475	Secretary
Margie Alexander	520 General Cruft Dr Richmond, KY 40475	Treasurer
Bob Beck	104B Battlefield Circle Richmond, KY 40475	Director
Skip Cowell	110B Battlefield Circle Richmond, KY 40475	Director
Marsha Cox	147 General Nelson Dr Richmond, KY 40475	Director
Chuck Eckler	105B South Court Richmond, KY 40475	Director
Roy Kidd	110A Battlefield Circle Richmond, KY 40475	Director
Ernie Slane	107 General Nelson Dr. Richmond, KY 40475	Director

**Addendum to Article IV - addition of section (f) Adoption of DEC&R's in
Battlefield Estates (approved at semi-annual meeting 06/14/2011)**

The Battlefield Estates Homeowners Association here by adopts the Declaration of Easements, Covenants and Restrictions for the Townhome Lots that are recorded at the Madison County Court House in BOOK 132 Page 581.

The Battlefield Estates Homeowners Association here by adopts the Declaration of Easements, Covenants and Restrictions for the Single Family Home Lots that are recorded at the Madison County Court House in BOOK 132 Page 316.

(u) No unit in the townhome section shall be constructed to utilize wood burning fireplaces or stoves and therefore, no firewood, of any type, shall be stockpiled on any lot.

(v) The owner of each lot subject to these bylaws shall be a member of the Homeowner's Association. Membership is mandatory upon acceptance of a deed to any lot and all members shall abide by the Association bylaws.

(w) The owner of each lot in the Battlefield Estates Townhome section shall be responsible for the maintenance of their entire unit, both the inside of their home and the outside of their home. This shall also include their lawn care. Owners of townhomes shall obtain their own homeowner's insurance. No insurance or maintenance will be the responsibility of the association. At such time as (2/3) of the lots, which are subject to these restrictions, have been occupied, the Association may consider other avenues relative to outside maintenance and lawn care.

(x) The Association retains the right to alter these restrictions insofar as same may relate to any one or more lots or units in the subdivision if, in the opinion of the association, the strict application of these restrictions would be unduly burdensome or inequitable as applied to such lots or unit because of its topography, subsurface conditions or other matters beyond the control of the owner of the lot or unit, and if alteration of the restrictions in that instance will not unduly affect adjoining lots, units or the subdivision as a whole.

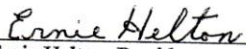
ARTICLE X

These BYLAWS may be amended by the members holding two-thirds (2/3) of the votes that may be cast at any meeting of the members. Written notice of the intent to propose such amendment shall be given to the members at least fifteen (15) days prior to the date of such meeting and the proposed amendment shall accompany such written notice.

ADOPTED BY THE MEMBERSHIP ON THE 10 DAY OF JUNE, 2004.


Dwight Barkley, Secretary

A TRUE COPY ATTEST:


Ernie Helton, President