

ARTICLES OF INCORPORATION

OF WOODCREEK ASSOCIATION, INC.

ROLL: 610 FRAMES: 0889 - 0898

OCTOBER 26th, 1978

STATE OF OHIO

OFFICE OF THE SECRETARY OF STATE

RECORDS OF INCORPORATION AND MISCELLANEOUS FILINGS

<http://archiveviewer.uslandrecords.com/oh/clermont/>



Woodcreek Homeowners' Association, Inc.

P.O. Box 771

Milford, OH 45150

STATE OF OHIO
DEPARTMENT OF STATE



TED W. BROWN
SECRETARY OF STATE

RECEIPT NO. 23872

DATE 10/27/78

524978
NUMBER

~~E501-0889~~ 088932

RECEIVED OF
OR FILED BY SMITH & SCHNACKE

THE SUM OF \$ 25.00 FOR FILING ARN _____ OF
WOODCREEK ASSOCIATION, INC.

RETURNED TO:
SMITH & SCHNACKE
ATT: J.A. DONENFELD
511 WALNUT ST.
CINCINNATI, OH 45202

23872

ARN \$ 25.00

TOTAL FEE \$ 25.00

NAME:
WOODCREEK ASSOCIATION, INC.



TED W. BROWN
Secretary of State

E0501-0890

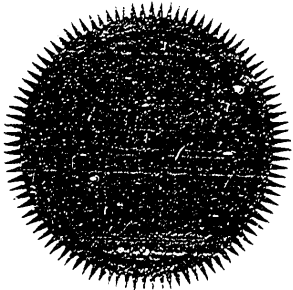
Certificate

524978

It is hereby Certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN OF WOODCREEK ASSOCIATION, INC.

United States of America
STATE OF OHIO
Office of the Secretary of State

Recorded on Roll E501 at Frame 0891 of the
Records of Incorporation and Miscellaneous Filings.



Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this 26TH day of OCTOBER, A. D. 19 78

TED W. BROWN
Secretary of State

E0501-0889

APPROVED
By: [Signature]
Date: 10/26/78
Amount: 25.00

ARTICLES OF INCORPORATION
OF
WOODCREEK ASSOCIATION, INC.

ARTICLE I

The name of this corporation is: WOODCREEK
ASSOCIATION, INC.

ARTICLE II

A. The purposes for which this Corporation is formed are to own or lease, operate and maintain Community Facilities located on and for the benefit of residents of certain real property (the "Property") which is now or hereinafter made subject to a certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Woodcreek Association, Inc. (the "Declaration"), including all amendments thereto, which is recorded with the Recorder of Clermont County, Ohio at Deed Book 610, Page 229; and, in general, to assist in promoting the establishment and maintenance of a uniform plan for the development of the Property and to promote the health, safety and welfare of the residents within.

B. In implementation of the above purposes, the Association may:

- (1) exercise of all of the powers, privileges and authority and perform all of the duties and obligations

E0501-0892

of the Association as set forth in the Declaration (said Declaration being incorporated herein as if set forth at length), including, without limitation, such powers as are hereinafter set forth;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(3) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(4) borrow money for the purpose of constructing, equipping, improving and maintaining Community Facilities, and in aid thereof, mortgage the Community Facilities; provided that any such action may only be taken in accordance with the applicable provisions of the Declaration;

(5) participate in mergers or consolidations with other nonprofit corporations organized for similar purposes,

provided that any such merger or consolidation shall have
the consent of (a) two-thirds (2/3) of the members, and
(b) the Developer, if during the Development Period.

(6) annex additional Community Facilities in
accordance with the applicable terms of the Declaration;

(7) to do any and all things necessary, convenient,
or expedient for the accomplishment of any of the purposes
or the furtherance of any of the powers hereinbefore set
forth either alone or in association with other
corporations, firms or individuals, and, in general, to
engage in any lawful act or activity for which corporations
may be formed under Chapter 1702 of the Ohio Revised Code.

ARTICLE III

This Corporation is organized as a not-for-profit
corporation pursuant to Chapter 1702 of the Ohio Revised Code.
No part of the net earnings or assets of the corporation shall
inure to the benefit of or be distributable to any of its
trustees, officers, members, or other private persons, except
that the Corporation shall be authorized and empowered to pay
reasonable compensation for services rendered and to make
payments and distribution in furtherance of the purposes set
forth in Article II hereof.

ARTICLE IV

E0501-0894

A. Every Owner of a Parcel subject to the Declaration, meaning the owner of record from time to time, whether one or more persons or entities, of an interest in fee simple, reversion, remainder or leasehold estate of 99 years or more in such Parcel (but not including the Corporation itself), shall be a member of the Corporation and shall be entitled to one vote on each matter properly submitted to the members for each Dwelling Unit located on his Parcel and owned by such member; provided that any member who has had his right or privilege of use and enjoyment of the Community Facilities suspended as provided in the Declaration shall not be entitled to vote during any period in which any such suspension or the Default causing the suspension continues, whichever is longer; and further provided that if a Parcel shall be owned by more than one Owner, such Owners shall be deemed to constitute a single member as to such Parcel for purposes of this Article.

B. A corporation, whether profit or nonprofit, or a partnership may be a member of the Corporation.

ARTICLE V

The names and addresses of the initial trustees of this Corporation are:

Marvin Rosenberg, 3165 Esther Drive, Cincinnati, Ohio 45213

E0501-0889

Neil K. Bortz, 7175 Given Road, Cincinnati, Ohio 45243

Lambert Agin, 2836 Losantiridge, Cincinnati, Ohio 45213

Trustees need not be members of the Corporation.

ARTICLE VI

The place in the State of Ohio where the principal office for the transaction of the business of this Corporation is to be located is in Miami Township, Clermont County, Ohio.

ARTICLE VII

The Corporation may be dissolved with the consent of not less than two-thirds (2/3) of the Owners and the Developer, if during the Development Period. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

The terms "Association", "Board", "Developer", "Development Period", "Dwelling Unit", "Owner", "Parcel",

E0501-0889

"Property", and "Community Facilities" shall have the same definition for purposes of these Articles as contained in the Declaration.

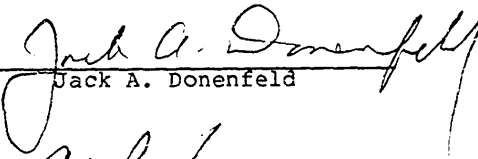
ARTICLE IX

Amendment of these Articles shall require the consent of two-thirds of the members, and, if during the Development Period, the Developer.

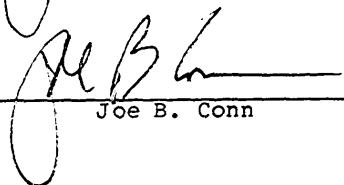
ARTICLE X

In the event of any inconsistency between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall govern.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 17th day of October, 1978.



Jack A. Donenfeld



Joe B. Conn

Form C-103 Prescribed by Secretary of State Ted W. Brown

Original Appointment of Agent

E0501-0897

The undersigned, being at least a majority of the incorporators of _____
(Name of Corporation)

WOODCREEK ASSOCIATION, INC. _____

hereby appoint Joe B. Conn _____
(Name of Agent)

a natural person resident in the county in which the corporation has its principal office, ~~and~~ ~~incorporation~~
~~having a business address in the county in which~~ _____
(Name of Corporation)

~~has its principal office (strike out phrase not applicable); upon whom (which)~~ any process, notice or
demand required or permitted by statute to be served upon the corporation may be served. His ~~(RS)~~

complete address is 8280 Spinnaker Lane _____, Maineville _____
(Street or Avenue) (City or Village)

Warren _____ County, Ohio, 45039 _____
(Zip Code)

WOODCREEK ASSOCIATION, INC. _____
(Name of Corporation)

Jack A. Donenfeld _____
Jack A. Donenfeld

Joe B. Conn _____
Joe B. Conn

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Cincinnati, Hamilton County _____, Ohio

October _____ 17 _____, 1978

WOODCREEK ASSOCIATION, INC. _____
(Name of Corporation)

Gentlemen: I, It (strike out word not applicable) hereby accept(s) appointment as agent of your
corporation upon whom process, tax notices or demands may be served.

Joe B. Conn _____
(Signature of Agent or Name of Corporation)

By _____
(Signature of Officer Signing and Title)

Remarks: All articles of incorporation must be accompanied by an original appointment of agent. There is no
filing fee for this appointment.

AGENTS ADDRESS
MUST BE ZIP CODED

SMITH & SCHNACKE

E501-0889

DAYTON OFFICE
2000 COURTHOUSE PLAZA NE
POST OFFICE BOX 1217
DAYTON, OHIO 45401
513/226-6500

ATTORNEYS AT LAW
1500 RUBOIS TOWER
511 WALNUT STREET
CINCINNATI, OHIO 45202

CABLE "SMITH LAW"
CINCINNATI TO DAYTON
DIRECT LINE 628-0954

513/352-6500

October 24, 1978

Secretary of State of Ohio
Corporate Division
30 East Broad Street
Columbus, Ohio 43215

CORRESPONDENCE

Gentlemen:

Enclosed find Articles of Incorporation and Appointment of Statutory Agent for the following not-for-profit corporations, together with a check for \$25 for each corporation:

Woodcreek Association, Inc.
~~Manager Lake Association, Inc.~~
~~Strawberry Hill Recreation Association, Inc.~~
~~Woodfield Recreation Association, Inc.~~
~~The Trails Recreation Association, Inc.~~
~~Pond Woods Recreation Association, Inc.~~
~~Creek Woods Recreation Association, Inc.~~

Please do not hesitate to call me collect at (513)352-6522 if you have any questions or need more information regarding these corporations.

Very truly yours,



Jack A. Donenfeld

JAD:lkw
Enclosures