

Trey Grayson
Secretary of State
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ARTICLES OF INCORPORATION**OF***Bradford Commons Council of Co-Owners, Inc.*

The undersigned incorporator, Sandra L. Nunn, has executed these Articles of Incorporation for the purpose of forming a non-stock, non-profit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions.

Article 1**Name**

The name of the corporation is Bradford Commons Council of Co-Owners, Inc. (the "Corporation").

Article 2**Purposes**

The general purpose of the Corporation (the "Council") is to be the council of co-owners, as that term is defined in Sections 381.805 to 381.910 of the Kentucky Revised Statutes, as amended (the "Condominium Law"), for the operation and administration of Bradford Commons Condominium (the "Condominium") established in Jefferson County, Kentucky, pursuant to the provisions of the Condominium Law.

Article 3**Powers**

The Corporation shall have all powers conferred upon a non-stock, non-profit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes, as amended; all powers conferred upon a council of co-owners under the provisions of the Condominium Law; all powers conferred upon the Council in the Declaration of Master Deed (the "Master Deed") for the Condominium, which Declaration will be filed of record in the Office of the Clerk of Jefferson County, Kentucky; all powers conferred upon the Council in the Bylaws of the Corporation; and all the powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the Corporation.

Article 4**Duration**

The duration of the Corporation shall be perpetual or until terminated according to law.

Article 5
Principal Office, Registered Office and Registered Agent

The principal office of the Corporation is 4901 Hunt Road, Suite 300, Cincinnati, Ohio 45242. The registered office of the Corporation in the Commonwealth of Kentucky is 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202. The resident agent of the corporation in the Commonwealth of Kentucky is FBT LLC, 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202.

Article 6
Members

All persons who are owners of Units in the Condominium shall be members of the Corporation, and membership in the Corporation shall be limited to such owners. Membership in the Corporation shall terminate when a person is no longer the owner of a Unit. Subject to the foregoing, admission to and termination of membership and the voting rights of members shall be more particularly governed by the Master Deed and by the Bylaws of the Corporation.

Article 7
Incorporator

The incorporator of the Corporation is Sandra L. Nunn, 201 East Fifth Street, Suite 2200, Cincinnati, Ohio 45202.

Article 8
Directors

The affairs of the Corporation are to be conducted by a Board of Directors consisting initially of three individuals. The names and address of initial members of the Board of Directors of the Corporation are:

Dave Clark
4901 Hunt Road, Suite 300
Cincinnati, Ohio 45242

Gregg Hothem
4901 Hunt Road, Suite 300
Cincinnati, Ohio 45242

Gary LaDow
4901 Hunt Road, Suite 300
Cincinnati, Ohio 45242

Article 9
Bylaws

The initial Bylaws of the Corporation shall be adopted by the initial Board of Directors of the Corporation and may be amended as provided in the Bylaws.

Article 10
Amendment

These Articles of Incorporation may be amended with the consent of 67% of the members and, as long as Developer owns any Units in the Condominium, Developer.

Signed and acknowledged by the incorporator, Sandra L. Nunn, on July 18, 2006.


Sandra L. Nunn, Incorporator

STATE OF OHIO, COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me, a notary public, by Sandra L. Nunn, as incorporator of Bradford Commons Council of Co-Owners, Inc., a Kentucky non-stock, non-profit corporation, on July 18, 2006.



DONNA J. BRODEUR
Notary Public, State of Ohio
My Commission Expires 04-21-07


Notary Public

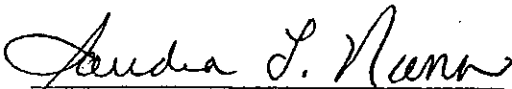
CONSENT TO SERVE AS INITIAL REGISTERED AGENT

The undersigned hereby consents to serve as the initial registered agent for Bradford Commons Council of Co-Owners, Inc. as contemplated by the Corporation's Articles of Incorporation.

FBT LLC, a Kentucky limited liability company

By: 
Michelle E. Thaler, Manager

This instrument was prepared by:



Sandra L. Nunn, Esq.
Frost Brown Todd LLC, 201 East Fifth Street, Cincinnati, Ohio 45202

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