ARTICLES OF INCORPORATION
OF
CLIFTON LOFTS
CONDOMINIUM OWNERS ASSOCIATION, Inc.

The undersigned incorporator has executed these Articles of Incorporation for the purpose of forming and does hereby form a non-stock, non-profit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE I - NAME

The name of the corporation is “Clifton Lofts Condominium Owners Association, Inc.”

ARTICLE II - PURPOSE

The general purpose of this corporation is to be the “Council of Co-Owners” as defined in the Kentucky Horizontal Property Law, as amended, for the operation and administration of the Clifton Lofts Condominiums, a condominium established in Jefferson County, Kentucky, pursuant to the provisions of the Kentucky Horizontal Property Law.

ARTICLE III - POWERS

This corporation shall have all the powers conferred upon a non-stock, non-profit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes, as amended; all of the powers conferred upon the Council of Co-Owners under the provisions of the Kentucky Horizontal Property Law, as amended; all of the powers conferred upon the corporation in the Master Deed for the Clifton Lofts Condominiums which document is recorded in the Office of the Clerk of Jefferson County, Kentucky; and, all of the powers necessary and proper, convenient and desirable in order to fulfill and further the purpose of this corporation.
ARTICLE IV - DURATION

The duration of this corporation shall be perpetual until the corporation is sooner
terminated by the members in the manner provided in Chapter 273 of the Kentucky Revised
Statutes, as amended.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The registered and principal office in the Commonwealth of Kentucky of this corporation
is 1115 S. Fourth Street, Louisville, Kentucky 40203 and the registered agent of this corporation
is Terrence L. McCoy, who by his signature below consents to serving as registered agent of the
corporation.

ARTICLE VI - MEMBERS

All persons who are owners of units in Clifton Lofts Condominiums shall be members of
this corporation and the membership in this corporation shall be limited to such owners of units.
Membership in the corporation shall terminate when a person or other entity is no longer the
owner of the 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 the By-
Laws for Clifton Lofts Condominiums.

ARTICLE VII - INCORPORATOR

The incorporator of this corporation is Terrence L. McCoy, whose address is 401 W.
Main Street, Suite 1400, Louisville, Kentucky 40202.

ARTICLE VIII - DIRECTORS

The affairs of this corporation are to be conducted initially by a Board of Directors
consisting of a minimum of at least four members. The initial Board of Directors of this
corporation shall consist of six persons who shall serve until their successors are duly elected and
qualified in the manner provided for in the By-Laws of this corporation and/or Master Deed. The names and addresses of the initial Directors are:

Todd M. Clark
1115 S. Fourth Street
Louisville, KY 40203

John M. Clark
1115 S. Fourth Street
Louisville, KY 40203

Lee Mattingly
4743 Poplar Level Road
Louisville, KY 40213

ARTICLE IX - BY-LAWS

The initial By-Laws of this corporation shall be adopted by the initial Board of Directors of the corporation and may be amended or appealed by a majority of the members in the manner provided for in the By-Laws of the Corporation.

Signed, acknowledged and sworn to by the Incorporator in Louisville, Jefferson County, Kentucky this 30 day of August, 2006.

TERRENCE L. MCCOY

COMMONWEALTH OF KENTUCKY )
COUNTY OF JEFFERSON )

I hereby certify that the foregoing Articles of Incorporation were acknowledged before me this 30th day of August, 2006, by Terrence L. McCoy, Incorporator.

My Commission expires: 4-21-2008

Notary Public, State at Large, Kentucky
Prepared by:

[Signature]

TERRENCE L. MCCOY, ATTORNEY
Tilford, Dobbins, Alexander, Buckaway & Black, PLLC
One Riverfront Plaza
401 W. Main Street, Suite 1400
Louisville, KY 40202-4232
502-584-1000

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