

**ARTICLES OF INCORPORATION
OF
HERITAGE GLEN OWNERS ASSOCIATION**

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1702.01, et seq. of the Revised Code of Ohio, do hereby certify:

FIRST: The name of said corporation shall be HERITAGE GLEN OWNERS ASSOCIATION.

SECOND: The place in Ohio where the principal office of the corporation is to be located is the Township of Miami, Montgomery County.

THIRD: This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation of the common area owned by the Association and to promote the health, safety and welfare of the Members of the Association and for these purposes to:

- a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration to Provide Storm Water Detention to Heritage Glen Subdivision, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Recorder of Montgomery County, Ohio, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- b. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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.
- c. 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.
- d. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members.
- e. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area.
- f. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Ohio by law may now or hereafter have or exercise.

FOURTH: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot and each occupant of a dwelling which is subject by covenants of record to assessments by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an

interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessments by the Association or from occupancy of a dwelling.

FIFTH: The Association shall have two classes of voting membership.

CLASS A. Class A members shall be all Owners, except the Declarant, of lots upon which is constructed a dwelling, and shall be entitled to One (1) vote for each such Lot so owned.

CLASS B. The Class B Member shall be the Declarant, and shall be entitled to Three (3) votes for each Lot owned.

The Class B membership shall cease and be converted to Class A upon the happening of either of the following events, whichever occurs earlier:

When Class A memberships are all in existence and the total votes outstanding equals or exceeds the total votes outstanding in the Class B membership; or on December 31, 2001.

SIXTH: The affairs of this Association shall be managed by a Board of Three (3) Trustees who need not be Members of the Association. The names and addresses of the persons who are to act in the capacity of Trustee until the selection of their successors are:

George R. Oberer, Sr. 4324 Webster Street
Dayton, Ohio 45414


George R. Oberer, Jr. 4324 Webster Street
Dayton, Ohio 45414

Charles F. Allbery, III 137 North Main Street
Dayton, Ohio 45402

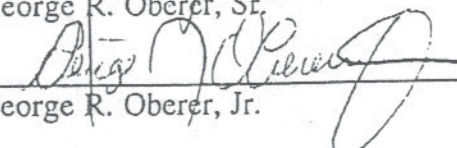
SEVENTH: The Association may be dissolved with the assent given in writing and signed by not less than Two-Thirds (2/3rds) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

EIGHTH: Amendment of these Articles shall require the consent of 75% of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Ohio, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation, this ___ day of 1994.



George R. Oberer, Sr.



George R. Oberer, Jr.