

ARTICLES OF INCORPORATIONOF

940902020

THE ASSOCIATION OF POWELL PLACE HOME OWNERSARTICLE INAME

The name of the corporation is The Association of Powell Place Home Owners ("the Association") and shall be a corporation not-for-profit pursuant to R.C. 1702.

ARTICLE IIPRINCIPAL OFFICE

The principal office of the Association shall be 6563 Worthington-Galena Road, Worthington, Ohio, 43085, or such place in Franklin County, Ohio, as the Board of Trustees of the Association shall specify from time to time.

ARTICLE IIIPURPOSES AND POWERS

The Declarant (as defined herein) shall file Covenants, Easements, Restrictions and Assessment Liens, (the "Covenants") for Lots in Phases I, II and III of Powell Place Subdivision in the Village of Powell, Ohio ("the Subdivision"). The Association is formed to act as a home owners association for the Subdivision, authorized to own property, and to promote the health, safety and welfare of the residents of the Subdivision, and for these purposes to:

- A. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these Articles of Incorporation, the By-Laws of the Association and in the Covenants;
- B. fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Covenants, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- C. maintain all common areas in Phases I, II and III of the Subdivision, including the gazebo/bike/jogging/pedestrian path and fix, levy, collect and enforce payment for the same against residents in Phases I, II and III of the Subdivision. The Village of Powell also shall have the right to enforce the foregoing provisions;

<u>Name</u>	<u>Address</u>
P. Ronald Sabatino	6563 Worthington-Galena Road Worthington, OH 43085
Jo McMahon	6563 Worthington-Galena Road Worthington, OH 43085
William F. Drake	6563 Worthington-Galena Road Worthington, OH 43085

ARTICLE VI

VOTING POWER

All voting power in the Association shall be vested in the Declarant until the "Turnover Date" as that term is defined in the Covenants. Prior to that date, the Declarant may designate and remove any Trustee or successor Trustee.

ARTICLE VII

INDEMNIFICATION

- A. The association shall indemnify every person who is or has been a Trustee, officer, agent or employee of the Association and those persons' respective heirs, legal representatives, successors and assigns, against expenses, including attorneys' fees, and judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether in an action or proceeding by or in the right of the Association, or otherwise, in which such person was or is a party or is threatened to be made a party by reason of the fact that person was a Trustee, officer, employee or agent of the Association, or is or was serving in such capacity at the request of the Association, provided that person (i) acted in good faith and in a manner that person believed to be in or not opposed to the best interests of the Association, and (ii) in any matter the subject of a criminal action or proceeding, had no reasonable cause to believe the questioned conduct was unlawful, but provided that in the case of any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor against any such person by reason of that person serving in such capacity, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Association unless and only to the extent that the court in which such action was

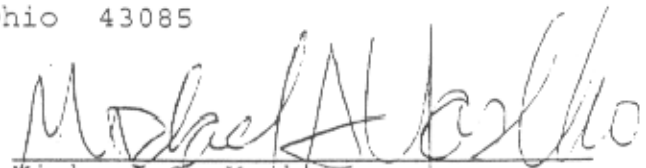
ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being the sole Incorporator of
THE ASSOCIATION OF POWELL PLACE HOME OWNERS
a Corporation having its principal business located in
COLUMBUS, FRANKLIN COUNTY, OHIO
hereby appoints

MICHAEL S. YASHKO

agent for said Corporation upon which any process, notice or demand
required or permitted by statute to be served upon the Corporation
may be served. Said Agent may be served at:

c/o T&R Properties, Inc.
6563 Worthington-Galena Road
Worthington, Ohio 43085



Michael S. Yashko
Incorporator

ACCEPTANCE OF APPOINTMENT

The undersigned, Michael S. Yashko, named herein as the Statutory
Agent for The Association Of Powell Place Home Owners, hereby
acknowledges and accepts the appointment of Statutory Agent for
said Corporation.



Michael S. Yashko

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- D. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association;
- E. borrow money to fulfill its purposes;
- F. administer and enforce the Covenants;
- G. provide the residents and Unit owners in the Subdivision with services in accordance with the Covenants;
- H. have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 1702 may now or hereafter have or exercise by law; and
- I. take any action necessary, expedient, incidental, appropriate or convenient to the carrying out of the foregoing purposes.

The Association shall not do any act or enter into any agreement or enter into any transaction in a manner which would violate any provision of Chapter 1702 of the Ohio Revised Code or the provisions of these Articles or the Covenants.

ARTICLE IV

MEMBERSHIP

BUS General Partnership, an Ohio General Partnership (the "Declarant") and every person or entity who is an owner of a residential Unit and a record owner of a fee or undivided fee-simple interest in a Lot, or the portion of a Lot upon which such Unit is located, in Phases I, II or III of Powell Place Subdivision shall be a member of the Association, and is herein called "a Unit owner". 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 a Unit and appurtenant portion of a Lot, and transfer of the appurtenant portion of a Lot shall automatically transfer membership to the transferee. Each Unit owner shall have one (1) vote.

ARTICLE V

BOARD OF TRUSTEES

The names and addresses of the persons who are initially to act in the capacity of Trustees, until the selection of their successors are:

brought shall determine upon application that in view of all the circumstances of the case that person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- B. Unless ordered by a court, the determination of indemnification, pursuant to the foregoing criteria, shall be made (i) by a majority vote of a quorum of Trustees of the Association who were not and are not parties to or threatened with any such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or if a majority of a quorum of disinterested Trustees so direct, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Association or any person to be indemnified within the past five years, or (iii) by the Unit owners, or (iv) by the court in which such action, suit or proceeding was brought.
- C. Any such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under law, any agreement, or any insurance purchased by the Association, or by vote of Unit owners, or otherwise.

ARTICLE VIII

DURATION

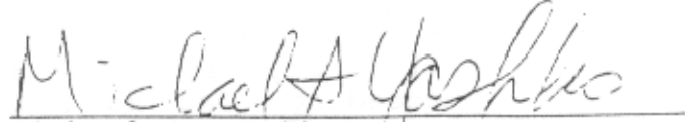
The Association's existence shall be perpetual.

ARTICLE IX

AMENDMENTS

The Articles may be amended only with the consent of the Village of Powell.

IN WITNESS WHEREOF, I have hereunto set my hand this 1 day of September, 1994.


Michael S. Yashko
Incorporator