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ARTICLES OF INCORPORATION OF
POLO FIELDS COMMUNITY ASSOCIATION, INC.BOB BARRACK
SECRETARY OF STATE

The undersigned, acting as incorporator of a nonprofit corporation under the Kentucky Nonprofit Corporation Acts (the "Act"), adopts the following Articles of Incorporation for such corporation.

ARTICLE I**Name**

The name of the Corporation shall be Polo Fields Community Association, Inc. (the "Corporation").

ARTICLE II**Purpose**

The purposes for which the Corporation is organized are to transact any or all lawful business for which corporations may be incorporated under the Act, and to exercise any and all powers that corporations may now or hereafter exercise under the Act.

ARTICLE III**Registered Office; Registered Agent**

The street address of the initial registered office of the Corporation is 3300 First National Tower, Louisville, Kentucky 40202, and the name of its initial registered agent at such address is 3300 Corporation.

ARTICLE IV**Principal Office**

The mailing address of the principal office of the Corporation is 1310 Flat Rock Road, Louisville, KY 40245.

ARTICLE V**Membership**

Polo Fields, Inc., a Kentucky corporation, and each of the record owners, whether one or more persons or entities, of the fee simple title to any lot (a "Lot") shown on the

subdivision plot of Polo Fields Phase I, recorded in Plat Book 39, Page 67, in the Office of the Clerk of Jefferson County, Kentucky, shall be a member (a "Member") of the Corporation, provided that any person or entity who holds an interest in a Lot as security for the performance of an obligation shall not be a Member or entitled to membership in the Corporation.

ARTICLE VI

Board of Directors; Initial Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of directors shall be fixed by, or in accordance with, the By-Laws of the Corporation.

The number of directors constituting the initial Board of Directors is three, and the names and mailing addresses of each such person who is to serve as an initial director is as follows, each such person to hold office until their successors are duly elected and qualified:

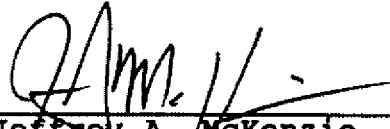
Chester Cooper	1310 Flat Rock Road Louisville, Kentucky	40245
Jerry D. Cooper	1310 Flat Rock Road Louisville, Kentucky	40245
David S. Greenberg	1310 Flat Rock Road Louisville, Kentucky	40245

ARTICLE VII

Incorporator

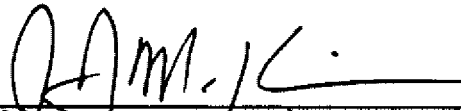
Jeffrey A. McKenzie, whose mailing address is 3300 First National Tower, Louisville, Kentucky 40202, is the sole incorporator of the Corporation.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 7th day of January, 1993.



Jeffrey A. McKenzie,
Incorporator

This instrument was prepared by:



Jeffrey A. McKenzie
Greenebaum Doll & McDonald
3300 First National Tower
Louisville, Kentucky 40202
502/589-4200

2257
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Deputy Clerk: GLORIA

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