



State of Ohio  
Department of State

Sherrod Brown  
Secretary of State

Date 8/17/87

Number 706898

Receipt No. 15049

G221-1322 G058

221 1322

Received of GROVE S. MATRE  
or filed by

The sum of \$ 25.00 for filing ARN of  
PROVIDENCE MANOR HOME OWNERS ASSOCIATION

Returned to: 15049

GROVE S. MATRE  
ATT: J. A. MATRE  
1251 NILLES RD., #10  
FAIRFIELD, OH 45014

**RECEIPT**

APN \$ 25.00

Name: PROVIDENCE MANOR HOME OWNERS ASSOCIATION

Total Fee: \$ 25.00



Department of State

# The State of Ohio

706898 1987

**Sherrod Brown**  
Secretary of State

706898

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN

of:

PROVIDENCE MANOR HOME OWNERS ASSOCIATION

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll G221 at Frame 1324 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 12TH day of AUG,  
A.D. 1987.



*Sherrod Brown*  
**Sherrod Brown**  
Secretary of State

2021 1024

APPROVED  
By: JE  
Date: 8-12-87  
Amount: \$0.50

**ARTICLES OF INCORPORATION**

**PROVIDENCE MANOR HOME OWNERS ASSOCIATION**

In compliance with the requirements of the provisions of Chapter 1702 of the Revised Code of Ohio, the undersigned hereby forms a corporation not-for-profit and certifies:

**ARTICLE I**

**NAME**

The name of the corporation is Providence Manor Home Owners Association.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the Association shall be in Union Township, Butler County, Ohio, or such place in Butler County, Ohio, as the Board of Trustees of the Association shall specify from time to time.

**ARTICLE III**

**PURPOSE AND POWER**

The purposes for which this Association is formed are to act on behalf of the owners at Providence Manor Subdivision to provide for maintenance, preservation and architectural control of the property, and to promote the health, safety and welfare of the residents. To promote these purposes, the Association shall have the following powers:

- (a) adopt and amend a Code of Regulations and other rules and regulations;
- (b) adopt and amend budgets for revenues, expenditures and reserves and collect assessments for common expenses from owners;
- (c) hire and discharge managing agents and other employees, agents and independent contractors;
- (d) institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more owners on matters affecting the community;
- (e) make contracts and incur liabilities;
- (f) regulate the use, maintenance, repair, replacement and modification of the Common Areas and those portions of the Lots for which the Association has maintenance responsibility and other rights as set forth herein; or in the Declaration;

1921 1995

- (g) cause additional improvements to be made as part of the Common Areas;
- (h) acquire, hold, encumber and convey in its own name any right, title or interest to real estate or personal property;
- (i) grant easements, liens, licenses and concessions through or over the Common Areas;
- (j) impose and receive any payments, fees or charges for the use, rental or operation of the Common Areas and for services provided to Owners;
- (k) impose charges for late payments of assessments and after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, Code of Regulations, rules and regulations of the Association;
- (l) impose reasonable charges for the preparation and recordation of amendments to the Declaration or for statements of unpaid assessments;
- (m) provide for indemnification of its officers and board of trustees and maintain directors' and officers' liability insurance;
- (n) assigns its rights to future income, including the right to receive Common Expense assessments, except that this power shall be limited to the purposes of repair of existing structures or construction of recreation facilities;
- (o) exercise any other powers conferred by the Declaration or Code of Regulations;
- (p) exercise all other powers that may be exercised in this state by corporations, not for profit;
- (q) exercise any other powers necessary and proper for the governance and operation of the Association;

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, the Declaration or the Code of Regulations.

#### ARTICLE IV

#### MEMBERSHIP

Every person or entity who is a record owner of a Lot shall be a member of the Association, and is herein called "an 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 appurtenance to and may not be separated from ownership of a Lot, and transfer of a Lot shall automatically transfer membership to the transferee. Voting rights of members shall be as set forth in the Declaration and Code of Regulations.

"7021 1026

**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, (as provided in the Declaration and By-Laws), are:

David J. Clinton	813 Broadview Fairfield, Ohio 45014
Ruth Clinton	813 Broadview Fairfield, Ohio 45014
James A. Matre	1251 Nilles Road, Suite #10 Fairfield, Ohio 45014

The number, qualifications, manner and time of selection of successor Trustees and their terms of office, shall be as set forth in the Declaration and Code of Regulations.

The Board of Trustees shall have all of the powers and all of the duties of the Board of Trustees as defined in Chapter 1702 of the Revised Code of Ohio, except as such powers may be limited or expanded by the provisions of these Articles, the Declaration or the Code of Regulations.

**ARTICLE VI**  
**NOTICE AND QUORUM**

Notice and quorum requirements shall be in accordance with the provisions of the Declaration and the Code of Regulations.

**ARTICLE VII**  
**INDEMNIFICATION**

(1) 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 (a) 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 (b) 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

7722 1027

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 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.

(2) Unless ordered by a Court, the determination of indemnification, pursuant to the foregoing criteria, shall be made (a) 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 (b) if such a quorum is not obtainable, or if a majority of the 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 (c) by the owners, or (d) by the Court in which such action, suit or proceeding was brought.

(3) 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 the owners, or otherwise.

#### ARTICLE VIII

##### DURATION

The Association may be dissolved only with the same consents as are required to terminate the regime, as provided in the Declaration.

#### ARTICLE IX

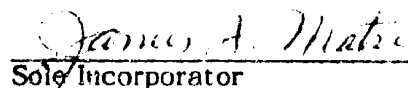
##### DEFINITIONS

All terms used herein shall have the same meanings as set forth in the Declaration.

#### ARTICLE X

##### AMENDMENTS

The Articles may be amended only under the same terms and conditions, and with the same approvals, as are provided in the Declaration for its amendment.

  
Sole Incorporator

Form AGO August, 1983  
 Prescribed by Sherrod Brown  
 Secretary of State

221 1328



**Original Appointment of Statutory Agent**

The undersigned, being at least a majority of the incorporators of Providence Manor Home  
(Name of Corporation)

Owners Association, hereby appoint James A. Matre to be statutory agent  
(Name of Agent)

upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is: 1251 Niljes Road, Suite #10  
(Street)

Fairfield, Butler County, Ohio 45014  
(City or Village) (Zip Code)

Date: August 10, 1987

James A. Matre  
 James A. Matre (Incorporator)

(Incorporator)

(Incorporator)

**Instructions**

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.04(C), 1702.04(C).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
- 3) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07(C), 1702.06(C).
- 4) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B).

GROVE & MATRE  
ATTORNEYS AT LAW  
651 NILES ROAD  
SUITE 10  
FAIRFIELD, OHIO 45004

7021 1000

JACK GROVE  
JAMES A. MATRE

TELEPHONE 877-2000  
AREA CODE 513

August 10, 1987

Sherrad Brown  
Secretary of State  
30 E. Broad Street  
14th Floor  
Columbus, Ohio 43266-0418

*6/10/87*  
*James A. Matre*

Dear Mr. Brown:

Enclosed please find the Articles of Incorporation and Appointment of Statutory Agent for Providence Manor Home Owners Association. I have also enclosed a check in the amount of \$25.00 to cover the filing fee. If you should have any questions, please feel free to contact me.

Very truly yours,

*James A. Matre*  
James A. Matre

JAM/lam  
Enclosure