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**HEATHER HILLS
SUBDIVISION
PROPERTY OWNERS
ASSOCIATION**

**DEED OF RESTRICTION
&
ARTICLES OF INCORPORATION
&
GUIDELINES
2018**

DEED OF RESTRICTIONS

Declaration of Restrictions of Heather Hills, as per plat thereof, recorded in ~~1989~~ and Subdivision Book 3802, Page 62, in the office of the Clerk of the County Court of Jefferson County, Kentucky.

As of June, 1991: Declaration of Restrictions of Heather Hills, as per plat thereof, recorded in Plat and Subdivision Book 19, Page 18, and Plat and Subdivision Book 26, Page 39, in the Office of the Clerk of the County Court of Jefferson County, Kentucky.

1. No lot shall be used except for residential purposes. No building shall be erected, altered, placed, or permitted to remain on any lot other than one detached, or semidetached,, or attached single family dwelling not to exceed two and one-half stories in height nor exceed 35 feet in height, whichever is the greater.

2. No building shall be located on any lot nearer to the front lot line or nearer to the side of the street line than the minimum building set back like shown on the recorded plat. No trailer, tent, shack, garage, barn or other out building or accessory building may be erected or installed in the subdivision nor shall any such building nor any basement at any time be used as a residence either temporarily or permanently, nor shall any structure of a temporary nature be used as a residence.

3. No fence shall be built on any easement nor shall such fence exceed five feet in height. In any event, the materials and design of such fence shall be approved by the Board of Directors of the Heather Hills Subdivision Property Owners Association, Inc., or by an architectural committee appointed by such Board of Directors. No fencing shall be erected in the front yard of any building nor may any fencing on an end unit extend past the end building line.

As of June, 1991: No fence shall be built on any easement nor shall such fence exceed six feet in height. In any event, the materials and design of such fence shall be approved by the Board of Directors of the Heather Hills Subdivision Property Owners Association, Inc., or by an architectural committee appointed by such

Board of Directors. No fencing shall be erected in the front yard of any building nor may any fencing on an end unit extend past the end building line.

4. Easements for installation and maintenance of utilities, walkways and surface drainage are reserved as shown on the recorded plat and no structure shall be placed or permitted to remain which may damage or interfere with the walkway or with the installation and maintenance of utilities, or which may change the direction of flow of drainage channels in the easements or which may obstruct or retard the flow of water through drainage channels in the easements. The easement area of each lot shall be maintained continuously by the Property Owners Association.

5. No noxious or offensive activity nor any commercial or industrial trade or business shall be carried on upon any lot, nor shall anything be done thereon which may be, or may become an annoyance or nuisance to the neighborhood.

6. No sign of any kind shall be displayed to the public view on any lot except on sign of not more than five square feet advertising the property for sale or rent, or signs used by a builder to advertise the property during the construction and sales period.

7. No lot shall be used or maintained as a dumping ground for trash. Trash, garbage or other waste shall not be kept except in sanitary closed containers. No incinerators or other equipment for the disposal of such material shall be permitted on the premises except a garbage disposal unit attached to the plumbing. There shall be no burning of any trash or any kind of refuse on the premises of any lots in the subdivision.

8. With the approval of the architectural committee of the Property Owners Association, additions may be made to the rear only of any unit, provided, such addition shall be consistent with the architecture of the unit to which the addition is made and with surrounding units of the same building. Provided, however that no addition shall be made until plans for such additions have been submitted to and approved by the architectural committee of the Property Owners Association. In the event that the architectural

committee of the property owners fails to act to approve or disapprove plans which have been submitted to it, such plans shall be conclusively deemed to have been approved at the end of thirty (30) days from the date of such submission of such plans.

9. No parking will be permitted in front yards nor any driveway be constructed into the front yards of the lots in this subdivision.

10. No animals, livestock or poultry of any kind shall be raised, bred, or kept on any lot, except that dogs, cats or other household pets may be kept, provided, that they are not kept, bred or maintained for any commercial purpose. No buildings or structures of any kind may be built in the common areas of this subdivision, except that the Property owners Association may erect or permit the erection of playground equipment for the use of the children.

11. No additions, changes, or alterations may be made to the original front exterior architecture. Such changes are defined to include but are not limited to the addition or erection of installation of awnings, porches, overhangs, or any other appurtenances attached or adjacent to the front exterior of a residence and bearing such a relation to it as it shall effectively become a part of the front exterior architecture.

12. There shall be created, a Property Owners Association in corporate form which shall have, when organized according to the statutes of the State of Kentucky, the following powers with respect to this subdivision (Added as of 2005 by a 2/3 vote the following) and the power to grant easements over the common areas to public utilities or to other entities, when in the opinion of the majority of the Board of Directors of the Association to do so would be in the best interests of the Association at large. (Added as of 2005 by 2/3 vote of the membership authorizing the Board to authorize the following, also passed by a 2/3 vote) The Property Owners of Heather Hills, at its regular annual meeting held April 19, 2005, authorize the President on behalf of the Association to execute a permanent easement in favor of Belleau Woods, LLC, over a strip of land adjacent to the property of Belleau Woods, varying in width from approximately 8.24 feet at Hite Avenue, and increasing to

approximately 13 feet, 197.85 feet from Hite Avenue.

A. The appointment by the Board of Directors of an architectural control committee which shall control the addition of shrubs and trees upon any lot in the subdivision, the erection of fencing, alterations to be made to buildings, structural additions, changes in paint colors, the erection of television and radio towers (except that one television antenna may be placed on each house provided same is attached to the highest point of the roof and is not more than ten feet above the ridge of the roof nor larger than five feet in any horizontal dimension) and such other alterations of the buildings or property which would have a material effect on the general architectural plan of the subdivision.

B. The duty to enforce all restrictive covenants of record and effecting this subdivision.

C. The maintenance of common areas and paved areas not maintained by the City of Louisville or some other governmental authority.

As of May 10, 2005: and the power to grant easements over the common areas to public utilities or to other entities, when in the opinion of the majority of the Board of Directors of the Association to do so would be in the best interests of the Association at large.

D. Power to levy assessments in accordance with its articles and By-laws for the operation of such Association. Such assessments shall be a lien against the property prior to any other lien except a bona fide purchase money mortgage or purchase money lien.

E. Power subject to the Articles of Incorporation and By-laws to enforce against owners of lots in this subdivision property maintenance of buildings and grounds of each owner to prevent the occurrence of blight and the depreciation of property values of other owners of lots in the subdivision, which property maintenance shall include but not be limited to the mowing of grass, removal of dead trees and shrubbery, removal of trash, paint and tuck pointing the exterior of residences, maintenance and repair of gutters, down spouts and roofs. The power is reserved to the Property Owners

Association to give notice in writing as prescribed by the By-laws of the corporation to an owner to correct any deficiency in the maintenance of such owners property and in the event that such owner shall default in correcting any defects there is reserved the power in the property Owners Association to make such corrections and the expense of such corrections shall become a lien upon the subject property upon the filing of a mechanic's lien in the Jefferson County Court Clerk's office by such Property Owners Association. It is a condition of these covenants of restriction that the Property Owners Association is and shall be deemed a contractor for the purpose of qualifying to file a mechanic's lien.

F. The Property Owners Association shall have such additional powers as are granted to it by its corporate articles and such corporate articles and By-laws adopted pursuant to them shall have the same binding effect as if they were incorporated therein.

13. The restrictive covenants contained herein shall be effective from the date of this deed of restriction upon all purchasers or owners of the land and upon their heirs and assigns or successors in interest until the first day of January, 1990. Upon the expiration of said terms they shall automatically extend for successive periods of five years, unless it is agreed by a majority of the members of the Property Owners Association that these restrictions be altered or amended at a meeting held for such purposes not more than five years before the expiration of the restrictive covenants, and provided further that such changes, amendments or removal are approved by the Board of Aldermen of the City of Louisville.

As of May 10, 2001: The Property owners of Heather Hills approve the removal of the words "and provided further that such changes, amendments or removal approved by the Board of Aldermen of the City of Louisville" from the Deed of Restrictions, Articles of Incorporation and the By Laws per the August 29, 1991 letter from Melissa Mershon, then President of the then Board of Aldermen.

As of June, 1991: The restrictive covenants contained herein shall be effective from the date of this deed of restriction upon all purchasers or owners of the land and upon their heirs and assigns

or successors in interest until the first day of January, 1990. Upon the expiration of said terms they shall automatically extend for successive periods of five years, unless it is agreed by a majority of the members of the Property Owners Association that these restrictions be altered or amended at a meeting held for such purposes not more than five years before the expiration of the restrictive covenants, and provided further that such changes, (Removed by 2/3 vote in 2004 the following phrase: amendments or removal are approved by the Board of Aldermen of the City of Louisville).

14. The use of restrictive covenants based on color, race or creed is hereby prohibited.

15. These covenants are to run with the land and shall be binding on all parties and all persons claiming under them. These covenants of restrictions may be enforced by the Property Owners Association, and the property owners within the subdivision and the City of Louisville. Enforcement shall be by proceedings at law or equity against any person or persons violating or attempting to violate any covenant and proceedings may be had either to restrain violation or to recover damages.

As of June, 1991: These covenants are to run with the land and shall be binding on all parties and all persons claiming under them. These covenants of restrictions may be enforced by the Property Owners Association, and the property owners within the subdivision and the city of Louisville. Enforcement shall be by proceedings may be had either to restrain violation or to recover damages.

16. Invalidation of any one of these covenants by judgment or court order shall in no wise effect any of the other provisions which shall remain in full force and effect.

ARTICLES OF INCORPORATION

"WHEREAS, the Heather Hills Subdivision as described per plat thereof, recorded in Plat and subdivision Book 19, Page 18, in the Jefferson County Court Clerk's Office, is a residential development consisting of town housing as defined under ordinance 57, Series 1961, of the Board of Aldermen of the City of Louisville, Kentucky, and

WHEREAS, Ordinance #55, Series 1961, of the Board of Aldermen of the City of Louisville, Kentucky, requires that a cooperative maintenance system be established, governed, and operated by the owners of the independent units, in such a manner as to prevent the occurrence of blight on any single unit by the failure of the owner of that unit to properly maintain his property in a standard condition at all times; and

WHEREAS, the Heather Hills Subdivision Property Owners Association, Inc. was organized on February 4, 1963, as a duly incorporated nonprofit corporation without capital stock and is vested with the authority and responsibility of enforcing the covenants, restrictions and conditions affecting the Heather Hills Subdivision, and in carrying out the other duties as more fully set forth in the Deed of Restriction filed of record with the Jefferson County Clerk's office in Deed 3802, page 62; and

WHEREAS, it is the desire of the Heather Hills Subdivision Property Owners Association, Inc. to continue enforcement of the aforementioned restrictions, conditions and covenants in order to maintain the architectural uniformity and integrity, quality and value of the homes in the Heather Hills Subdivision, and to promote the health, safety and general welfare of the residents thereof;

NOW, THEREFORE, the members of the Heather Hills subdivision Property Owners Association, Inc. do hereby set forth the following as the Articles of Incorporation for Heather Hills Subdivision Property Owners Association.

ARTICLE I

The name of the corporation is Heather Hills Subdivision

Property Owners Association, Inc., and shall hereinafter be referred to as the Association.

ARTICLE II

The general objects and purposes and powers of the Association are:

1. To exercise the powers and functions granted to it in the Deed of Restrictions on Heather Hills subdivision, Inc., as recorded in Deed Book 3802, Page 62, in the office of the Clerk of the Jefferson County Court, Jefferson County, Kentucky, and in other restrictive covenants which have heretofore or may hereafter be recorded in respect of such subdivision, and to exercise all such powers in respect of Heather Hills Subdivision and any other real property which may hereafter, through the operation of conditions, covenants, restrictions, reservations, or charges pertaining to the same, be placed under or submitted to the jurisdiction of this Association, and be accepted as within the jurisdiction of this Association by resolution of the Board of Directors of the Association.

2. To care for, maintain, and repair vacant, and unimproved and unkempt lots, and the common areas of the subdivision, and to repair, maintain and rebuild all paved areas, sidewalks, etc., which are in the public right-of-ways of the subdivision and not subject to maintenance by the City of Louisville.

3. To pay taxes and assessments, if any, which may be levied by any governmental authority upon any common areas in the subdivision.

4. To enforce charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which this Association had jurisdiction; to pay all expenses incidental thereto to enforce the decisions and rulings of this Association having jurisdiction over any of said property, to pay all of the expenses in connection therewith; and to reimburse any declarant under any declaration of conditions, covenants, restrictions, assessments or charges affecting said property, or any part thereof, for all costs and expenses incurred or paid by it in connection with the enforcement, or attempted enforcement, of any of the conditions,

covenants, restrictive charges, assessments or terms set forth in any declaration.

5. To provide for the maintenance of tennis courts, playground, water areas and other community features on land set aside for the general use of the members of said Association.

6. To appoint an architectural committee whose purpose and function will be to maintain the architectural uniformity and integrity of the subdivision, pass on applications for alterations and general enforcement of architectural provisions of the Deed of Restrictions.

7. To assess each lot in the subdivision or under the jurisdiction of the Association, a monthly charge to pay the general expenses of the Association; and, special assessments fixed at uniform rate for all lots subject to the assessment which may be enacted from time to time. Both general and special assessments may be collected on a monthly or other basis as determined by the Board of Directors of the Association. Assessments levied by the Association shall be used exclusively to promote the recreation, health, safety, and welfare of the owners and residents of the subdivision and the other specific purposes enumerated under this Article.

a. As of July 1, 2018, through a two-thirds vote of the membership, the following replaces paragraph a and the quorum provision in paragraph c:

AMENDMENT TO HEATHER HILLS SUBDIVISION
PROPERTY OWNERS ASSOCIATION ARTICLES OF
INCORPORATION, ARTICLE II, PARAGRAPHS 7 a and c:

The Board is hereby authorized to increase monthly assessments pursuant to a majority vote of the Board members at the regularly scheduled February or March Board meeting, in an amount up to 5% in any one calendar year.

Any increase above this 5% up to a maximum of 10% in any one calendar year may be approved by a simple majority vote of active member- households entitled to so vote at a meeting called for such purpose.

- a. The maximum monthly assessment shall be at the rate of (amended as of 2004) \$25.00 per lot to a maximum of \$25.00 per lot. *Current assessment is: \$25.00 paid in two \$150.00 installments.* The maximum monthly assessment maybe changed by a vote of two-thirds (2/3) of the eligible voting members of the Association who are voting in person or by proxy at a meeting duly called for this purpose pursuant to notice. The Board of Directors may fix the monthly assessment in an amount less than the maximum permitted herein. *As of May, 2013:* the current assessment will range from \$25 to \$30 per month paid in two \$150 through \$180 installments.
- b. In addition to the monthly assessments authorized above, the Association may levy a special assessment for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair, or replacement of a capital improvement upon the common areas, including but not limited to fixtures and personal property related thereto, provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of the eligible voting members who are voting in person or by proxy at a meeting duly called for this purpose.
- c. Written notice of any meeting called for the purpose to taking any action authorized under subsection a or b above shall be sent to all members of record not less than ten (10) days nor more than thirty-five (35) days in advance of the meeting. At any meeting called hereunder, the presence of members or of proxies entitled to cast fifty (50%) of all the votes of the membership shall constitute a quorum.
8. To acquire by gift, purchase, or otherwise to own, hold, enjoy, lease, operate, maintain, and to convey sell, lease, transfer, mortgage, or otherwise encumber, dedicate for public use, or otherwise dispose of real or personal property in connection with the business of this Association.
9. To expend the monies collected by this Association

from assessments or charges and other sums received by this Association for the payment and discharge of all proper costs, expenses and obligations incurred by this Association in carrying out any or all of the purposes for which this Association is formed.

10. To borrow money, and to give as security therefore a mortgage, pledge, deed of trust, or other security interest in any or all of its real or personal property, and/or to assign and pledge its right to make assessments against the lots in the subdivision and its right to claim a lien therefore.

11. To do any and all lawful things and acts, and to have any and all lawful powers which a corporation organized under and by virtue of Kentucky Revised Statute 273.160, et. seq. May do and have, and in general to do all things necessary and proper to accomplish the foregoing purposes including the specific power to appoint any person or corporation as its fiscal agent of collecting all assessments levied against the property in the subdivision and enforcing the Association's liens for unpaid assessments or any other liens owned by the Association.

ARTICLE III

The corporation shall be authorized to begin business as soon as the certification of incorporation is issued by the Secretary of State and its duration shall be perpetual.

ARTICLE IV

The registered office of the corporation in this State shall be at PO Box 6713, Louisville, Kentucky 40206, (Shelbyville Road Post Office) and the name and address of its residential agent in this state is D. Keith Evans, Jr. , 7605 Hilltop Manor Rd., Louisville, Kentucky 40214-4407.

ARTICLE V

The affairs and business of the corporation shall be managed by a Board of Directors consisting of not less than three nor

more than seven members. The Board of Directors shall serve until the next annual meeting of the members of the corporation, which annual meeting shall be held at a time and place specified in the By-Laws. The Board of Directors of the corporation shall have the power to adopt By-laws of the corporation not inconsistent with these Articles or with the laws of the Commonwealth of Kentucky; provided, however, that the membership of the corporation may revise, amend or revoke any By-laws at any annual meeting of the corporation. Pursuant to the By-laws, the Board of Directors may elect a President, a Vice-President, a Secretary, and a Treasurer. The office of Secretary and Treasurer may be filled by one person. They shall have such qualifications, power, and duties, and shall serve for such term as may be provided in the By-laws of the corporation.

ARTICLE VI

The members of this Association shall be:

1. All persons or corporations who are owners of record of any building site in such subdivision; provided, however, that no person or corporation taking title as security for the payment of money or the performance of any obligation shall hereby become entitled to membership.

2. All persons who reside on a building site under a contract or agreement of purchase.

3. Membership in this Association shall lapse and terminate when any member shall cease to be the owner of record of a building site, or upon any member ceasing to be a bona fide resident on a building site in the said subdivision and a purchaser thereof under a contract or agreement of purchase.

4. A building site for the purpose of this Article of Incorporation shall mean a lot as shown on the recorded plat of the subdivision.

5. The voting power of members of this Association shall be limited to one vote for each building site. Members shall be fully empowered to exercise their vote by proxy or voting trust. Provided, however, that no one person, partnership, corporation, or any

business entity may, either directly or indirectly, or through any legal fiction, sham transaction, or related business entity exercise more than 10 percent of the aggregate voting power of the Association.

6. Each member of this Association shall have such interest in all the property owned by this Association as is represented by the ratio of the total number of votes in this Association. Such interest is and shall be appurtenant to the building sites which qualify such person for membership in this Association.

ARTICLE VII

This corporation is organized without capital stock and no part of the income of the corporation shall inure to the benefit on any member, director or officer of the corporation.

ARTICLE VIII

In the event of a dissolution of the corporation, then and in such event the title to the property then owned by the association shall revert to the owners of the legal title to the improved building sites.

ARTICLE IX

No member maybe expelled from membership in the Association for any reason whatsoever, provided, however, that the voting power of any member shall be suspended during any time that such member shall be in arrears in paying the assessments due to the Association or in the event that any member has failed to comply with any notice from the Association to bring his building site into conformity with the restrictive covenants and the Articles of Incorporation and By-laws of the Association or who has by his default permitted the Association to take such steps as necessary in this respect and to pay therefore or discharge any lien against his property therefore.

ARTICLE X

None of the provisions of these Articles of Incorporation may be altered or amended in whole or in part in which a way as to bring them into conflict with the restrictive covenants of Heather Hills Subdivision. Otherwise, these Articles may be amended in accordance with the provisions of Section 273.260 of the Kentucky Revised Statutes but only by the written consent of two-thirds of the eligible voting members of the Association.

BY-LAWS

ARTICLE I - OFFICES

The principle office of the corporation shall be located in Louisville, Jefferson County, Kentucky. The corporation may have such other offices as the Board of Directors may determine.

The corporation shall have and continuously maintain a registered office and a registered agent, in the state of Kentucky. The registered office may be, but need not be, identical with the principal office in the state of Kentucky, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - MEMBERS

The Association shall consist of the following classes of members:

Section I. Active Members. The active membership shall consist of record home owners located within the Heather Hills Subdivision who shall have and enjoy the rights and privileges of membership in the Association as set forth in Article VI of the Articles of Incorporation.

Section II. Associate members. Individual families residing within Heather Hills Subdivision under a landlord-tenant contract with an active member of the Association, may on election to associate membership by the Board of Directors, enjoy the rights and privileges of associate membership. Associate members shall have no right to vote and shall be subject to assessment under Article

Section III. Suspension. The Board of Directors may suspend the voting rights of active members for cause and for default in the payment of dues and assessments for the period fixed in Article XII of these By-laws and after appropriate hearing; and may suspend and terminate the membership of an associate member for cause and for default in payment of dues and assessments under Article XII of these By-laws.

Section IV. Reinstatement. The Board of Directors may reinstate a suspended member on written request provided the cause for suspension has been removed.

ARTICLE III - MEETINGS OF ACTIVE MEMBERS

Section I. Annual Meeting. An annual meeting of the active members of the association shall be held on the third Tuesday in the month of April in each year, beginning with the year 1982 at the hour of 7:30 o'clock p.m. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the active members as soon thereafter as conveniently may be.

Section II. Special Meetings. Special meetings of the membership may be called by the President, a majority of the Board of Directors, or on petition, in writing, of 25% of the active members of the Association.

Section III. The Board of Directors may designate any place within Jefferson County, Kentucky as the place of meeting for any annual meeting or for any special meeting. If no designation is made, the place of meeting shall be the principal office of corporation in Louisville, Kentucky.

Section IV. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of active members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten or more than 50

days before the date of such meeting by or at the direction of the President or the Secretary or the officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the record of the Association with postage thereon prepaid.

Section V. Quorum. A majority of the active members shall constitute a quorum for any meeting of the active membership, except for the annual meeting for election of officers the 1/3 of the active membership [30] shall constitute a quorum. If a quorum is not present at any meeting of the active members, a majority of the members present may adjourn the meeting from time to time without further notice until a quorum shall have been reached.

Section VI. Proxies. At any meeting of the active members of the Association, an active member entitled to vote may vote by proxy executed in writing by the active member or by his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section VII. Voting by mail. When Directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors, by resolution, shall determine.

ARTICLE IV - BOARD OF DIRECTORS

Section I. General Powers. The affairs of the Association shall be managed by its Board of Directors. Directors shall be resident active members of the Association.

Section II. Number, Tenure and Qualifications. The number of directors shall be seven.

A. At the first meeting of the active members of the Association held in the year 1966, seven directors shall be elected by

the active membership of the Association. A majority vote of the active membership present in person or by proxy shall constitute election. Three of the directors so elected shall hold office for one year ending at the annual meeting of the active membership in the year 1967 or until their successors shall have been elected and qualified; the remaining four directors elected in the year 1966 shall hold office for the term of two years ending at the annual meeting in the year 1968 or until their successors shall have been elected and qualified. The determination of the respective terms to be served by the directors elected in the year 1966, shall be by the casting of lots by the individual directors so elected at said meeting.

B. Commencing with the annual meeting of the active membership held in the year 1967, each director elected shall hold office for a term of two years or until his successor shall have been elected and qualified.

Section III. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By-law and within the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board without other notice than such resolution.

Section IV. Special Meetings. Special meetings of the board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place within the city of Louisville, Kentucky as the place for holding any special meeting of the Board called by them.

Section V. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall

constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice by such meeting unless specifically required by law or these By-laws.

Section VI. Quorum. A majority of the board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. But if less than the majority of the directors are present at such meeting a majority of the directors present may adjourn the meeting from time to time without further notice.

Section VII. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-laws.

Section VIII. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section IX. Compensation. Directors as such shall not receive a stated salary for their services, but by resolution of the Board of Directors, they may be reimbursed for any special expense incurred by them on behalf of the Association.

The following resolution was passed at the April 2nd, 1996 meeting of the Board of Directors (on advice of counsel):

(1) Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative (other than by an action or in right of the Association), by reason of the fact that he/she is or was a director, officer, employee or agent of the Association, shall be indemnified by this Association against the expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her in

connection with such action, suit or proceeding, if he/she acted in good faith and in a manner in which he/she reasonably believed to be in or not opposed to the best interest of the Association and with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Indemnification under this provision shall not be effective to the extent any expenses, fees and attorney fees paid or incurred are covered by any policy of insurance.

ARTICLE V - OFFICERS

Section I. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The office of secretary and treasurer may be held by the same person. The Board of Directors may elect or appoint such other officers and assistants as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section II. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Officers shall be resident active members of the Association. If the election of officers shall not be held at the annual meeting, such election shall be held soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successors shall have been duly elected and shall have qualified.

Section III. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors

whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to any rights, if any, of the officer so removed.

Section IV. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section V. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He/she shall preside at the meetings of the members and of the Board of Directors. He/she may sign with the Secretary, or any other officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or any other instruments which the Board of Directors have authorized to be executed, and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section VI. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and be subject to the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section VII. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws and in general perform all duties incident to the office of Treasurer and such other duties as may

from time to time be assigned to him/her by the President or by the Board of Directors.

Section VIII. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be the custodian of the corporate records; keep a register of the post office address of each member of the Association which shall be furnished to the Secretary by each member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

ARTICLE VI - COMMITTEES

Section I. Committees of Directors. The Board of Directors by resolution adopted by a majority of the directors in office, may designate one or more committees each of which may consist of two or more directors which committees to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him/her by law.

Section II. Other Committees. Other committees not having and exercising the authority of the Board of Directors and the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present, except as otherwise provided in such a resolution. Members of each such committee shall be members of the Association and the President of the Association shall appoint the members thereof. Any member thereof may be removed by a person or persons authorized to appoint such members whenever in their judgment the best interests of the Association shall be served by such removal.

Section III. Term of Office. Each member of a committee

shall continue as such until the next annual meeting of the members of the association and until his successor is appointed unless the committee shall be sooner terminated or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

Section IV. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section V. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section VI. Quorum. Unless otherwise provided by a resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and an act of the majority of member present at a meeting at which a quorum is present, shall be the act of the committee.

Section VII. Rules. With the approval of the Board of Directors, each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section I. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association in addition to the officers so authorized in these By-laws, to enter into any contract, execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section II. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association in such manner as shall from time to time be determined by resolution of the Board of

Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and counter-signed by the President or the Vice-President in the absence of the President.

Section III. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the Association in such banks, trust companies or such depositories as the Board of Directors may select.

Section IV. Gifts. The Board of Directors may accept on behalf of the Association any contribution gift, bequest or devise for general purposes or for any special purpose of the Association.

ARTICLE VII - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members of the association entitled to vote. All books and records of the Association may be inspected by any active member or his agent or attorney for any proper purpose or at any reasonable time.

ARTICLE IX - ARCHITECTURAL CONTROL COMMITTEE

The Architectural Control Committee of Heather Hills Subdivision Property Owners Association is charged with the control and enforcement of deed restrictions affecting additions, maintenance and improvements upon any lot in the Heather Hills Subdivision; including but not limited to changes of exterior wall, trim, fences, trees, shrubs, stoops, sidewalks, windows, gutters, and roof color.

The Board of Directors of Heather Hills subdivision Property Owners Association, Inc. desires to adopt a uniform procedure for implementation of the duties and responsibilities delegated to the Architectural Control Committee;

In consideration of the foregoing, the Board of Directors of

the Association does hereby adopt the following rules applicable to and governing all procedure before the Architectural Control Committee of the Association.

1. All requests for additions, improvements and maintenance to property within the Heather Hills Subdivision as contemplated under paragraph 12a Deed of Restrictions affecting Heather Hills subdivision shall be submitted to the Architectural Control Committee for decision and determination prior to the commencement of any work contemplated by any lot owner.
2. All requests shall be in writing and submitted on the official application furnished by the Association.
3. The completed application shall be filed with the Secretary of the Association who shall endorse upon the face thereof the time of receipt and the Secretary shall then deliver the application to members of the Architectural Control Committee for appropriate action.
4. The Architectural Control Committee shall act upon the application within thirty (30) days from date of receipt by the Secretary and upon failure of the committee to so act within the time aforesaid, the request applied for shall be deemed granted if no further action is taken by the Association as hereinafter provided.
5. Action by the Committee shall be by majority vote of the members of the Architectural Control Committee which shall be endorsed upon the application and the date the action was so taken.
6. Following action by the Architectural Control Committee, one copy of the application shall be delivered to the property owner and one copy shall be returned to the secretary of the Association who shall report the action of the Committee at the next succeeding regular meeting of the Board of Directors of the Association.
7. The Board of Directors shall have the authority to reverse, amend or modify any action or decision of the Architectural

Control Committee or upon appeal by a property owner aggrieved by the action of the Architectural Control Committee, which action of the Board of Directors of the Association shall be final.

8. Any property owner aggrieved by action or decision of the Architectural Control Committee may appeal the decision of the Committee to the Board of Directors for review at the next succeeding regular Board meeting following action by the Architectural Control Committee by filing notice in writing with the Secretary of the Association prior to the Board meeting.

ARTICLE X - PARKING

No vehicles other than private passenger vehicles owned or operated by a resident of Heather Hills Subdivision shall be parked in any parking area (including the North and South Parking Areas) of the Subdivision. Vehicles constituting a nuisance such as but not limited to disabled automobiles, trucks, trailers, boats and other vehicles shall not be parked in any lot. Any vehicle parked in any lot without express consent of the Board of Directors of Heather Hills Property Owners Association and constituting a nuisance shall be removed from the parking lots afore said at the expense of the owner, after notification of this intent is posted on said vehicle.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XII - DUES AND ASSESSMENTS

The assessment shall be semi-annual, payable in advance on the first day of January and July each year with the amount of the assessment to be determined by resolution of the Board of Directors of the Association. Members accounts remaining unpaid shall become delinquent at the end of 30 days from the then current assessment date and shall bear \$5.00 per month fee on any unpaid balance, added the first of each month until account is paid in full. *As of November 1st, 1998: if an account is in arrears in an amount greater*

than \$240.00, the late fee will be \$10.00 per month. *As of May 4th, 1999:* When a member's account is in arrears in an amount equal to two or more semi-annual assessments, the account shall be turned over to legal counsel for collection. *As of May 2008:* Or a collection agency (see Article II #11). *As of May 2nd, 2000,* as soon as an account is overdue it will be turned over to legal counsel for collection. All cost and fees resulting from the employment of legal counsel, including but not limited to a reasonable attorney's fee and court costs, shall be paid by the member whose account is delinquent.

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice is required to be given by law or under the provisions of the Articles of Incorporation of the By-Laws of the Association, a waiver thereof signed by the person or persons entitled to such notice whether before or after the same stated therein shall be deemed equivalent to the giving of notice.

On May 2nd, 2000 the Board of the Heather Hills Property Owners Association adopted a revision to the By-Laws. Article XIV Amendment to the By-Laws will be renumbered Article XV. A new Article XIV will be inserted and reads as follows:

ARTICLE XIV- ENFORCEMENT

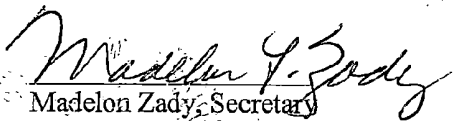
All Members of the Association, as defined in Article II MEMBERS of these BY-LAWS, shall abide by the rules, regulations, covenants and restrictions set forth in said BY-LAWS and the Association shall enforce said rules, regulations, covenants and restrictions against violation by any member through the authority of the Board of Directors. The Directors may use any reasonable means of enforcement including notice to member in violation, notice to governing authorities responsible for enforcing said violations and/or by commencing legal action. Should, legal action be commenced against any member for violation of said rules, regulations, covenants and restrictions or should legal counsel be employed to notice the member in violation, the Association shall recover from said member in violation all its cost incurred, including a reasonable attorney's fee.

ARTICLE XV - AMENDMENT TO THE BY-LAWS

The By-laws may be altered, amended or repealed and new By-laws may be adopted by majority of the directors at any regular meeting or any special meeting if at least ten days written notice is given with the intention to alter, amend or repeal or to adopt new By-laws at such meeting.

Comes Madelon Zady, Secretary for the Heather Hills Subdivision Property Owners Association, after being first duly sworn, and states that the attached is a true and accurate copy of the HEATHER HILLS SUBDIVISION PROPERTY OWNERS ASSOCIATION DEED OF RESTRICTION & ARTICLES OF INCORPORATION & GUIDELINES 2018, as AMENDED.

Signed at Louisville, KY, this the 24 day of October, 2018.


Madelon Zady, Secretary
Commonwealth of Kentucky
Jefferson County

Subscribed and sworn to before me by Madelon Zady, this 24 day of October, 2018.

My Commission Expires: 9/18/22


Notary Public W. KENNETH NEVITT

PREPARED BY
ATTORNEY W. KENNETH NEVITT
600 EAST MAIN ST.
LOUISVILLE, KY 40202
502-736-3600


END OF DOCUMENT