

525875

**ARTICLES OF INCORPORATION
OF
WARHEIM PARK ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation organized pursuant to Chapter 273 of the Kentucky Revised Statutes, hereby adopts the following Articles of Incorporation.

0525875.09

John Y. Brown III
Secretary of State
Received and Filed
11/21/2001 12:24 PM
Fee Receipt: \$8.00
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ARTICLE I

The name of the corporation is Warheim Park Association, Inc. (the "Corporation").

ARTICLE II

The purpose or purposes for which the Corporation is organized is the operation and maintenance of the public park (as used herein or in the By Laws of the Corporation, the "Park") created pursuant to that certain Gift Agreement dated October 12, 2001, (whether referred to herein or in the Bylaws of the Corporation, the "Gift Agreement") by and between Hal Missouri Warheim and the City of Louisville, Kentucky and the transaction of any and all lawful business in connection therewith for which a corporation may be incorporated under Kentucky Revised Statutes Chapter 273.

ARTICLE III

The mailing address of the corporation's principal office is 1853 Overlook Terrace, Louisville, Kentucky 40205. The street address of the Corporation's initial registered office shall be 400 West Market Street, Suite 1800, Louisville, Kentucky 40202-3352. The name of the Corporation's initial registered agent at that office shall be S&H Louisville, LLC.

ARTICLE IV

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Hal M. Warheim	1853 Overlook Terrace, Louisville, Kentucky 40205

ARTICLE V

The corporation shall have no members. The affairs of the corporation shall be managed and conducted by its duly appointed directors.

The appointment of directors shall be as prescribed by the by-laws. Directors may make and adopt by-laws not inconsistent with the provisions of these Articles or the laws of the Commonwealth of Kentucky.

The initial Board of Directors shall consist of six directors. The following persons shall serve as the initial directors:

<u>Name</u>	<u>Address</u>
Janet C. Harrington	1864 Overlook Terrace, Louisville, Kentucky 40205
Sara Kuhn	1814 Overlook Terrace, Louisville, Kentucky 40205
Chris Maguire	1841 Overlook Terrace, Louisville, Kentucky 40205
James O. Watson, IV	2316 Boulevard Napoleon, Louisville, Kentucky 40205
Hal M. Warheim	1853 Overlook Terrace, Louisville, Kentucky 40205
Larry Lenahan	1825 Overlook Terrace, Louisville, Kentucky 40205

ARTICLE VI

Section 1. No director of the corporation shall be personally liable to the corporation for monetary damages for any breach of his duties as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

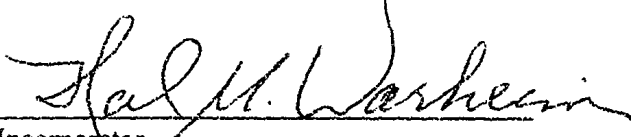
If the Kentucky Business Corporation Act is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Business Corporation Act, as so amended, and without the necessity for further shareholder action is respect thereof.

Any repeal or modification of this Article by the directors of the corporation shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 2. The corporation shall, to the fullest extent permitted by Kentucky law, indemnify any director or officer of the corporation from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities including, but not limited to, judgments, fines, penalties and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal relating thereto), whether formal or informal, and whether made or brought by or in the right of the corporation or otherwise, in which such person is, was or at any time becomes a party or witness, or is threatened to be made a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a director, officer, employee or agent of the corporation or, at the corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

The indemnification authorized by this Section 2 shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Articles or the Bylaws of the corporation, agreement, or disinterested directors or otherwise. The corporation may take such steps as may be deemed appropriate by the board of directors to provide and secure indemnification to any such person, including, without limitation, the execution of agreements for indemnification between the corporation and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Section 2.

Dated: 11.16.2001

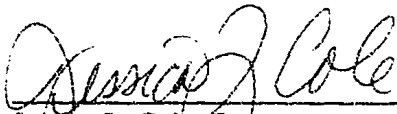

Incorporator

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to serve as the registered agent on behalf of Warheim Park Association, Inc.


S&H Louisville, LLC, Registered Agent

THIS INSTRUMENT PREPARED BY:

A handwritten signature in cursive script, appearing to read "Jessica L. Cole", written over a horizontal line.

Jessica L. Cole, Esq.

STITES & HARBISON, PLLC

400 West Market Street

Suite 1800

Louisville, KY 40202-3352