

EXHIBIT 2

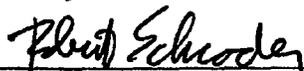
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ADD
Trey Grayson, Secretary of State
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10/6/2010 2:29 PM
Fee Receipt: \$8.00

ARTICLES OF INCORPORATION
OF
WESTBROOK HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby forms a non-stock, non-profit Kentucky corporation in accordance with the provisions of Kentucky Revised Statutes Chapter 273 and other applicable law.

1. The name of the corporation shall be WESTBROOK HOMEOWNERS ASSOCIATION, INC.
2. The initial office of the corporation shall be at 142 Barnwood Drive, Edgewood, Kenton County, Kentucky, 41017.
3. The mailing address of the initial principal place of business and the initial registered office of the corporation shall be: 142 Barnwood Drive, Edgewood, Kentucky 41017.
4. The name and street address of the initial registered agent shall be:
Robert Schroder, 142 Barnwood Drive, Edgewood, Kentucky 41017.
5. The name and business address of the incorporator is Robert Schroder, 142 Barnwood Drive, Edgewood, Ky 41017.
6. There shall be 3 members on the initial Board of Directors. The 3 original members are:
Robert Schroder of 142 Barnwood Drive, Edgewood, Kentucky 41017,
Ted Arlinghaus of 142 Barnwood Drive, Edgewood, Kentucky 41017,
and John Arlinghaus of 142 Barnwood Drive, Edgewood, Kentucky 41017.
7. The duration of the corporation shall be perpetual unless and until it is dissolved in accordance with Kentucky Statutes.
8. The corporation is organized under the Kentucky Non-Profit Corporation Act , and the purposes for which the corporation is formed are as follows:
To promote the social welfare, to serve the common good and general welfare of the members of the corporation, and to construct, operate, maintain and repair any common area owned by the corporation or by any government agency or which has been dedicated to public use, as authorized by the declaration. The corporation shall not attempt to influence legislation or participate in or intervene in political campaigns, except as it may directly affect the Westbrook Estates Subdivision in Union, Kentucky.
9. The corporation shall have all powers pursuant to the Kentucky Non-Profit Corporation Act, and the powers to exercise and enforce any right or privilege assigned to it under the Declaration including the right to assess, levy and collect assessments against each tract of land and members of the corporation as provided in the Declaration.

Prepared by:


Robert Schroder Attorney
5655 Rt 22 E, Owenton, Ky 40359

BOONE COUNTY
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10. The membership of the corporation shall consist of the members designated in the Declaration, and there shall be 3 classes as follows:

A) Class A members shall consist of all lot owners located within the boundaries of the Westbrook Estates Subdivision in Union, Kentucky, except for the Developer, and except for the owners of landominiums.

B) Class B members shall be the owners of landominium lots within the boundaries of the Westbrook Estates Subdivision in Union, Kentucky, except for the Developer.

C) Class C members shall be the developer. Class C membership shall cease and be converted to Class A or B (as located) membership on December 31, 2026, or earlier if the Class C members voluntarily resign in writing.

D) Class A and Class B members shall have 1 vote for each lot owned. Class C members shall have 5 votes for each lot owned.

11. The corporation's assets and income shall not inure to the benefit of any member of the corporation. However, the corporation is authorized to pay reasonable compensation to members for services rendered.

12. Upon dissolution or final liquidation of the corporation, the Board of Directors shall provide for the payment of all of the liabilities of the corporation, then may dispose of the balance of the assets of the corporation to an organization or agency as designated by the Board of Directors, to be used in such manner as the Board of Directors feel will accomplish the general purposes of the corporation. Any assets not so disposed of shall be disposed of by the Boone Circuit Court, for the purposes or to the organizations or agencies as the Court shall determine, which have the same or similar purposes for which this corporation was established.

13. The Articles of Incorporation may be amended as provided by Kentucky Statutes with the consent of at least 75% of the total number of votes held by the membership of the corporation.

14. As used in these Articles, the following definitions shall apply:

Declaration shall mean the Declaration of Covenants, Conditions, and Restrictions and Reservation of Easements, original and as amended, which affect the Westbrook Estates Subdivision in Union, Boone County, Kentucky.

Developer shall mean Arlinghaus I LLC or Arlinghaus Builders LLC, or any company affiliated with either of the above, or their successors and assigns.

Tract shall refer to each subdivided lot or tract of land in the Westbrook Estates Subdivision, the owner of which is a member of the corporation pursuant to the Declaration.

15. The directors of the corporation shall not be personally liable for damages or breach of his or her duties as a director. However, this provision shall not limit the liability of any director for:
any transaction in which the director's personal financial interests are in conflict with the financial interests of the corporation; or
acts or omissions which involve lack of good faith or intentional misconduct or criminal acts; or
any transaction from which the Director derived an unreasonable personal benefit.

IN WITNESS WHEREOF, the incorporator has signed triplicate originals of these Articles of Incorporation on September 30, 2010.

Robert Schroder

Commonwealth of Kentucky
County of Boone

The above Articles of Incorporation were signed, acknowledged and sworn to before me by Robert Schroder on September 30, 2010.

Lisa Stecht

Notary Public, Ky State at Large

My Commission Expires: 7-1-2012

Consent of Initial Agent for Service of Process

I, Robert Schroder, having a business address of 142 Barnwood Drive, Edgewood, Ky 41017, hereby establish a registered office at the above address, and I agree and consent to serve as registered agent for service of process for WESTBROOK HOMEOWNERS ASSOCIATION, INC. at that address.

Robert Schroder

Robert Schroder