

ARTICLES OF INCORPORATION

OF

THE LANDINGS VINE GROVE HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming and does hereby form a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 *et seq.*, in accordance with the following provisions.

ARTICLE I

NAME

The name of the Corporation shall be "The Landings Vine Grove Homeowners' Association, Inc.", hereinafter called the "Corporation" or "The Landings".

ARTICLE II

PURPOSES AND POWER

The purposes for which the Corporation is organized are as follows:

(A) To establish a corporate residential real estate management association within the meaning of Section 528 of the Internal Revenue Code as amended, and to perform all of the functions provided in the First Amended Covenants & Restrictions of The Landings, and any restrictions for further developed sections of its subdivision which will use this homeowners' association. In addition, it shall perform those additional functions which may be assigned to it now or in the future by the developer of said subdivision. The Corporation is not organized for profit and will be operated exclusively for the promotion of the social welfare of its members and the community at large. In carrying out corporate purposes, the Corporation shall have all the powers allowed Corporations by Chapter 273 of the Kentucky Revised Statutes. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any private persons, including, but not limited to, any members, officers or directors.

(B) In furtherance of the general purposes in paragraph (A), the particular purposes of the Corporation are: To provide for the maintenance and upkeep of the common/open areas of The Landings, and all further developed sections of the subdivision; the maintenance of roads and roadways in the subdivision if not undertaken by a unit of local government; to provide maintenance in its discretion and if not assumed by a governmental agency for such items as watering systems, sidewalks, storm drains and other drainage facilities, and entrances, including signature walls; and to do such other things to provide for the social benefit, health and welfare of its members and the community, including, but not limited to, proper action to enforce the provisions of the subdivision restrictions, amendments thereto, and the bylaws and rules and regulations consistent with such declaration now existing or hereafter adopted; maintain any lot

in the subdivision designated as open space, detention/retention basin or the like; and to perform all functions generally exercised by a homeowners' association.

ARTICLE III

DIRECTORS

The business and affairs of the Corporation shall be governed by a board of directors. The initial board of directors shall be comprised of three (3) members who shall serve until the first annual election of directors and until their successors are elected and qualify. At the time of the first annual election of directors, five (5) directors shall be elected to serve for the ensuing year. The names and mailing addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Kevin Kasey	1297 Hooks Rd., Hardinsburg, KY 40143
Pat Brotzge	535 Poppy Way, Louisville, KY 40206
Jon Clark	3419 Stony Spring Circle, Louisville, KY 40220

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3419 Stony Spring Circle, Louisville, KY 40220. The name of the initial registered agent at that address is Jon Clark.

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Association shall be located at 3419 Stony Spring Circle, Louisville, KY 40220 but may be changed from time to time by resolution of the Board of Directors.

ARTICLE VI

INCORPORATORS

The name and address of the Incorporator is Jon Clark, 3419 Stony Spring Circle, Louisville, KY 40220.

ARTICLE VII

MEMBERS

The Corporation shall have no capital stock, and shall be composed of members rather than shareholders.

ARTICLE VIII

OFFICERS

The Bylaws shall identify and provide for the method of election or appointment of the officers of the Corporation.

ARTICLE IX

BYLAWS

The initial Bylaws of this Corporation shall be adopted by its Board of Directors and shall provide the manner to alter, amend, repeal and adopt new bylaws. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The bylaws of the Corporation shall be adopted, and may be amended or repealed, by the board of directors.

ARTICLE X

LIMITATION ON PERSONAL LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation; (ii) for acts or admissions not in good faith or in which involve intentional misconduct or are known to the director to be in violation of the law; or (iii) for any transaction from which the director derives an improper personal benefit.

[Signature Page Follows]



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings Business Filings PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	<p align="center">Statement of Consent of Registered Agent (Domestic or Foreign Business Entity)</p> <p align="right">CRA</p>
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Pursuant to the provisions of KRS 14A and KRS Chapter 271B, 273, 274, 275, 362 or 386, the undersigned applicant consents to act as registered agent on behalf of the business entity named below and, for that purpose, submits the following statements:

- The business entity is
 - a corporation (KRS 271B, KRS 273 or KRS 274)
 - a limited liability company (KRS 275)
 - a limited partnership (KRS 362)
 - a limited liability partnership (KRS 362)
 - a business trust (KRS 386)
- The name of the business entity is The Landings Vine Grove Homeowners' Association, Inc.
- The state or country of incorporation, organization or formation is Kentucky
- The name of the initial registered agent is Jon Clark
- The street address of the registered office address in Kentucky is:

<u>3419 Stony Spring Circle</u>	<u>Louisville</u>	<u>Kentucky</u>	<u>40220</u>
<small>Street Address (No Post Office Box Numbers)</small>	<small>City</small>	<small>State</small>	<small>Zip Code</small>
- This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is _____
(Delayed effective date and/or time)

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

	<u>Jon Clark</u>	<u>Secretary/Treasurer</u>
<small>Signature of Registered Agent</small>	<small>Printed Name</small>	<small>Title</small>