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**Michael G. Adams**  
**Kentucky Secretary of State**  
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**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHGATE TOWNHOMES**  
**HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, being over the age of twenty-one (21) years of age, and desiring to form a non-stock, nonprofit Kentucky corporation in accordance with the provisions of Kentucky Revised Statutes Chapter 14A and 273, does hereby adopt the following Articles of Incorporation:

**ARTICLE 1**  
**Definitions**

(a) "Declaration" shall mean the Declaration of Covenants, Conditions, Easements, and Restrictions of Southgate Townhomes Homeowners' Association, Inc., as amended from time to time.

(b) "Declarant" shall mean Southgate Townhomes, LLC, a Kentucky limited liability company and shall include any person, corporation or association to which they may expressly assign their rights, or any of them, from time to time, under these Articles of Incorporation.

(c) "Lot" shall mean each subdivided lot or, as set forth in the Declaration, the owner of which property is a member of the Corporation.

**ARTICLE 2**  
**Name of Corporation**

The name of the corporation is Southgate Townhomes Homeowners' Association, Inc. (the "Corporation").

**ARTICLE 3**  
**Purposes and Powers**

The Corporation is organized under the Kentucky Nonprofit Corporation Act and the purposes and objects for which the Corporation is to promote the social welfare and serve the common good and general welfare of the members of the Corporation and to construct, operate, and maintain the landscaping on the Lots within the community, whether owned by the Corporation or not, as contemplated by the Declaration, and for any other lawful purpose.

**ARTICLE 4**  
**Additional Statements**

The following language relates to the Corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in Article 3 hereof:

(a) This Corporation is organized and operated exclusively for the purposes set forth in Article 3 hereof within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or
- (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE 5**

### **Duration**

The Corporation shall have perpetual duration.

## **ARTICLE 6**

### **Board of Directors**

The business and affairs of the Corporation shall be governed by a Board of Directors. The number of directors constituting the initial Board of Directors is three (3). The names and mailing addresses of the persons who are to serve as the initial Board of Directors are as follows:

- 1) Christopher Cook - 410A Dudley Trace, Florence, KY 41042
- 2) Brad Zerhusen - 2523 Dixie Hwy STE B, Fort Mitchell, KY 41017
- 3) Katie Beagle - 2523 Dixie Hwy STE B, Fort Mitchell, KY 41017

The subsequent composition of the Board of Directors shall be established in accordance with the terms and conditions set forth herein and in the Bylaws of the Corporation.

**ARTICLE 7**  
**Initial Statutory Office and Agent**

The address of the initial statutory registered office of the Corporation is 109 East Fourth Street, Covington, Kentucky, 41011 and the name of the initial statutory registered agent at such address is Angela M. Gates.

**ARTICLE 8**  
**Principal Office**

The mailing address of the principal office of the Corporation is 2523 Dixie Highway, Suite B, Fort Mitchell, KY 41017.

**ARTICLE 9**  
**Distribution of Assets Upon Dissolution**

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor; and

(b) All of the remaining assets shall be distributed to one or more nonprofit corporations exempt from federal income tax under Section 501(c)(3) of the Code as determined by the Board of Directors of the Corporation at the time of dissolution.

**ARTICLE 10**  
**Amendment**

These Articles of Incorporation may be amended in the manner now or hereafter provided by Kentucky Statute for the amendment hereof, but only with the assent of seventy-five percent (75%) of the total number of votes held by the entire membership of the Corporation.


**ARTICLE 11**  
**Incorporator**

Christopher Cook, whose address is 410A Dudley Trace, Florence, KY 41042, is the sole incorporator of the Corporation.

**ARTICLE 12**  
**Effectiveness & County of Operation**

These Articles of Incorporation will be effective upon filing. The Corporation primarily operates in Kenton County, Kentucky and can be properly categorized as a homeowners' association.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3<sup>rd</sup> day of June, 2022.

  
\_\_\_\_\_  
CHRISTOPHER COOK, Incorporator

I, Angela M. Gates, consent to serve as the registered agent on behalf of the Corporation and execute these Articles of Incorporation as of the 6<sup>th</sup> day of June, 2022.

  
\_\_\_\_\_  
ANGELA M. GATES, Attorney/Registered Agent

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