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**ARTICLES OF INCORPORATION
OF**

HARRODSBURG SQUARE CONDOMINIUM ASSOCIATION, INC.

The incorporator and the directors do hereby associate themselves together to form a non-stock, nonprofit corporation pursuant to the provisions of KRS Chapter 273, Sections 161 to 400 inclusive.

ARTICLE I - NAME

The name of the Corporation shall be Harrodsburg Square Condominium Association, Inc.

ARTICLE II -PURPOSES

The Corporation is a nonprofit corporation. The purpose for which the Corporation is organized is as follows:

(a) The general purposes for which this Corporation is formed are to operate exclusively as a Homeowners Association within the meaning of Internal Revenue Code, Section 528, as amended from time to time, or under any related provisions of the federal tax laws.

(b) The specific and primary purposes for which this Corporation is formed are to operate as a Council of Homeowners pursuant to the provisions of the Master Deed of the Harrodsburg Square Condominium Apartment Horizontal Property Regime of record in Deed Book 1244, Page 43, and in Condominium Deed Book 3, page 735, both in the Fayette County Clerk=s office.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislators; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE III - POWERS AND AUTHORITIES

The Corporation shall have all powers and authorities permitted by the Kentucky Revised Statutes,

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and in particular, KRS 273.171, as well as all other powers necessary or convenient to effect any and all purposes for which the Corporation is organized, including the power to raise money through appropriate channels for the promotion of the purposes of said organization.

ARTICLE IV - TERM

The existence of this Corporation shall be perpetual.

ARTICLE V - DIRECTORS

The control and management of the affairs of this Corporation shall be vested in a Board of Directors of such number, not less than five (5), nor more than seven (7), as may from time to time be prescribed by the By-Laws.

The names and addresses of those directors who are to serve as the initial directors, and until their successors shall be chosen, are:

Tom Bertrand
750 Shaker Drive #311
Lexington, Kentucky 40504

Ed Commons
750 Shaker Drive #116
Lexington, Kentucky 40504

Jan Cornelius
750 Shaker Drive #116
Lexington, Kentucky 40504

Matt Hellmann
750 Shaker Drive #101
Lexington, Kentucky 40504

Ellen Hollon
750 Shaker Drive #525
Lexington, Kentucky 40504

Linda Storey
750 Shaker Drive #521
Lexington, Kentucky 40504

Carol Vanover Sams
750 Shaker Drive #115
Lexington, Kentucky 40504

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The Board of Directors shall manage and direct the affairs of the Corporation. The Board of Directors may engage the services of such other employees as may from time to time be deemed necessary or advisable for the objective and purposes of the Corporation. The By-Laws shall explicitly provide for, but not be limited to: (1) the officers of the Corporation and their duties, their term of office and method of their election; (2) the composition and functions of the Board of Directors; and (3) provisions relating to the meetings of the membership of the Corporation.

**ARTICLE VI - PRINCIPAL PLACE OF
BUSINESS, PROCESS AGENT, AND INCORPORATOR**

The address in this state of the principal office of the Corporation is:

3292 Eagle View Lane, Suite 350
Lexington, Kentucky 40509

The name and address of the registered agent for service of process, whose consent to so serve is attached hereto, is:

W. Craig Johnson
3292 Eagle View Lane, Suite 350
Lexington, Kentucky 40509

The incorporator of record for the Corporation is:

W. Craig Johnson
3292 Eagle View Lane, Suite 350
Lexington, Kentucky 40509

ARTICLE VII - LIMITATIONS OF POWERS

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law, the following provisions shall apply:

(a) This Corporation shall not have or exercise any power or authority either expressly, or by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as a Corporation described in Section

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528 of the Federal Internal Revenue.

(b) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements) any campaign on behalf of any candidate for public office; nor shall it in engage in any activities that are unlawful under the laws of the United States of America, or the State of Kentucky, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 528 of the Internal Revenue Code.

(c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this Corporation, or substantial contributor of it, or other private persons, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or insure to the benefit of any member or private individual within the meaning of Section 528 of the Internal Revenue Code.

(d) This Corporation will not accumulate unnecessary funds.

**ARTICLE VIII - LIABILITY OF
DIRECTORS, OFFICERS AND MEMBERS**

Except as may be provided by the Kentucky Revised Statutes, the Directors, Officers and Members shall not be individually liable for the Corporation's debts and other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities.

**ARTICLE IX - DISPOSITION OF
ASSETS UPON DISSOLUTION**

No person shall possess any property right in or to the property or assets of the Corporation. Upon the dissolution, all assets not otherwise disposed of and not subject to any trust shall be distributed

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exclusively to the homeowners association which would then qualify under the provisions of Section 528 of the Internal Revenue Code and its Regulations as they now exist or they may hereafter be amended. Any such assets not so disposed of shall be disposed of by the Court of proper jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization as said Court shall determine, and which are organized and operated exclusively for such purposes.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended at any time in any respect consistent with law, either by written consent of a majority of the Board of Directors in office, or by vote of a majority of those Directors who are present and voting at a meeting duly called upon notice of the specific purpose of the meeting.

ARTICLE XI - INDEMNIFICATION

A. The officers, directors, and members of this corporation shall not be held personally liable for any debt or obligation of the corporation solely because of their position as officers, directors or members of the corporation.

B. Neither the initial directors nor subsequent directors of the corporation shall be personally liable for monetary damages for breach of their duties as directors and, accordingly, the corporation shall indemnify any such director 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 an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer or agent of the corporation, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Provided, however, that said liability limitation shall not apply:

1. For any transaction for which the director's personal financial interests are in

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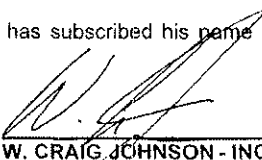
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conflict with the financial interests of the corporation;

2. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of a law; or

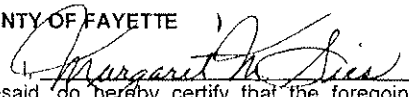
3. For any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the Incorporator has subscribed his name on this 3rd day of October 2007.

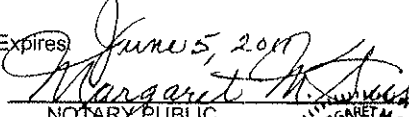

W. CRAIG JOHNSON - INCORPORATOR

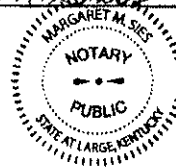
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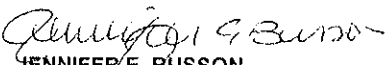

a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation for Harrodsburg Square Condominium Association, Inc. were acknowledged before me by W. Craig Johnson, as the incorporator, for and on behalf of Harrodsburg Square Condominium Association, Inc., on this 3rd day of October, 2007.

My Commission Expires

June 5, 2011

NOTARY PUBLIC



THIS INSTRUMENT PREPARED BY:


JENNIFER E. BUSSON
THURMAN, WHITE & ANDERSON
333 West Vine Street, Suite 207
Lexington, Kentucky 40507
(859) 252-1690

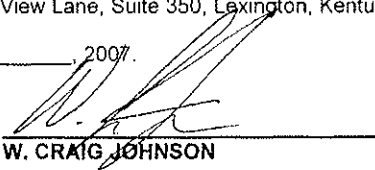
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**CONSENT OF INITIAL REGISTERED AGENT
HARRODSBURG SQUARE CONDOMINIUM ASSOCIATION, INC.**

The undersigned, W. Craig Johnson, does hereby consent to be the initial registered agent of Harrodsburg Square Condominium Association, Inc., a Kentucky nonprofit corporation, and does hereby affirm that the initial registered office is 3292 Eagle View Lane, Suite 350, Lexington, Kentucky, 40509.

Signed this 3rd day of October, 2007.


W. CRAIG JOHNSON

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