

**ARTICLES OF INCORPORATION**  
**OF**  
**BOONE'S TRACE PROPERTY OWNERS' ASSOCIATION, INC.**

RECEIVED & FILED  
May 29 9 41 AM '98  
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JOHN Y. BROWN III  
SECRETARY OF STATE  
BY \_\_\_\_\_  
COMM. OF KENTUCKY

KNOW ALL MEN BY THESE PRESENTS THAT:

The undersigned, desiring to form a corporation pursuant to the Nonstock, Nonprofit Corporation Law of the State of Kentucky, do hereby make, subscribe, adopt and acknowledge the following Articles of Incorporation:

*ARTICLE I*

"BOONE'S TRACE PROPERTY OWNERS' ASSOCIATION, INC." shall be the name of this Corporation.

*ARTICLE II*

The period of duration of this Corporation shall be perpetual.

*ARTICLE III*

The purposes of the Corporation are:

- (a) To promote the social welfare and serve the common good and general welfare of members of the Corporation;
- (b) To promote the general improvement and protection of Boone's Trace Development in Madison County, Kentucky, as a residential community;
- (c) To construct, operate, maintain and repair any structure, facility, way or area for the common benefit of the members, whether owned by the Corporation or not; and to construct a package treatment plant and sewage system;
- (d) To engage in any and all types of activities not prohibited by law which shall promote and foster standards of civic

morality and community welfare through recreational, educational and social activities;

(e) To collect periodic homeowners' association dues and assessments;

(f) To pay expenses;

(g) To borrow money, with or without surety

(h) To enforce the restrictive covenants filed in the Madison County Clerk's Office in Deed Book 316, page 113, as amended or changed from time to time; and

(i) To perform such other and further acts as are necessary and appropriate to accomplish the foregoing purposes.

#### ARTICLE IV

The following provisions are included for the conduct of the affairs of the Corporation:

(a) The Corporation shall have one class of members consisting of the following individuals: Owners of real property that is located in Boone's Trace Development situated in Madison County, Kentucky, and, who further have bound said real property by Deed of Restriction to abide by and comply with these Articles of Incorporation and the By-Laws of this Corporation, both as amended from time to time; except that no member, who has been determined not to be in good standing, as defined in the By-Laws of this Corporation, shall be entitled to a vote on the affairs of this Corporation or its activities.

(b) The affairs of the Corporation shall be conducted in accordance with By-Laws to be adopted by the initial Board of

Directors hereinafter named, and which may be amended by any subsequent Board of Directors. The By-Laws shall contain all definitions, rules and regulations necessary or proper for the implementation of the purposes of the Corporation.

*ARTICLE V*

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to members thereof.

*ARTICLE VI*

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, trustee, director, officer of the Corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

*ARTICLE VII*

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for such purposes, as the Board of Directors shall determine.

The remaining assets, if any, shall be distributed to the Madison Fiscal Court, to be used for the public purposes of Madison

County, Kentucky.

*ARTICLE VIII*

Directors of the Corporation shall be elected or appointed in the manner provided by the By-Laws of the Corporation. The number of directors to constitute a Board of Directors shall be set by the By-Laws; however, there shall be not less than three in number.

*ARTICLE IX*

The number of directors constituting the Initial Board of Directors of the Corporation shall be five, and the names and addresses of the persons who are to serve as Initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Chris Coldiron	c/o First Southern Funding 99 Lancaster Street Stanford, KY 40484
Doug Ditto	c/o First Southern Funding 99 Lancaster Street Stanford, KY 40484
Thomas Schlachter	7862-F Central Avenue Toledo, OH 43617
Michael Tremblay	181 Avawam Drive Richmond, KY 40475
Danny Irvin	30 Public Square Lancaster, KY 40444

Said directors shall hold office until the By-Laws have been adopted, an election has been held pursuant thereto, and the elected directors have been installed.

*ARTICLE X*

The address of the registered office of the Corporation is c/o First Southern Funding, 99 Lancaster Street, Stanford, KY

40484, and the name of the registered agent of the Corporation is Chris Coldiron.

The address of the principal office of the Corporation is 181 Avawam Drive, Richmond, Kentucky 40475.

#### ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute. All amendments shall be approved in accordance with Kentucky Revised Statutes Sec. 273.263 and other applicable law.

#### ARTICLE XII

The private property of the incorporators, directors, officers and members shall not be subject to the payment of corporate debts to any extent whatever.

To the fullest extent permitted by Kentucky law, the directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of their duties as directors.

#### ARTICLE XIII

The Corporation shall, to the fullest extent permitted by, and in accordance with the provisions of, the Kentucky Revised Statutes, indemnify each director or officer or professional employee of the Corporation against expenses (including attorneys' fees), judgments, taxes, fines and amounts paid in settlement, incurred by such person in connection with, and shall advance expenses (including attorneys' fees) incurred by such person in

defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which that person is, or is threatened to be made, a party by reason of the fact that such person is or was a director or officer or professional employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the Board of Directors may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that person is not entitled to be indemnified by the Corporation as authorized herein.

The indemnification provided for by this Article XIII shall not be deemed exclusive of any other rights to which directors or officers or professional employees of the Corporation may be entitled under any statute, agreement, bylaw, or action of the Board of Directors or member of the Corporation, or otherwise, and shall continue as to a person who has ceased to be a director or officer or professional employee of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

