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**ARTICLES OF INCORPORATION**  
**OF**  
**ASBURY HOME OWNERS ASSOCIATION, INC.**  
**(a Non-Profit, Non-Stock Corporation)**

John Y. Brown III  
Secretary of State  
Received and Filed  
12/11/2000 02:45 PM  
Fee Receipt: \$8.00  
Pcraine - NAOI

KNOW ALL MEN BY THESE PRESENTS:

That, I, the undersigned, have executed these Articles of Incorporation for the purpose of forming a corporation under the laws of the Commonwealth of Kentucky.

**ARTICLE I**

The corporation hereby proposed to be organized shall be named and known as **ASBURY HOME OWNERS ASSOCIATION, INC.** (a non-profit, non-stock corporation), by which it may contract and be contracted with, sue and be sued, adopt a corporate seal, and do all things necessary to conduct of its business.

**ARTICLE II**

The corporation shall be non-profit and non-stock and shall not be operated to produce private pecuniary gain or profit. The corporation shall begin on the date of the Articles are filed in the Office of the Secretary of State of Kentucky.

**ARTICLE III**

The address, including street and number, of the registered office of this corporation is:

1230 Liberty Bank Lane  
Suite 300  
Louisville, KY 40222

The name and address of the registered agent of the corporation is:

Rodney J. Henderson  
1230 Liberty Bank Lane  
Suite 300  
Louisville, KY 40222

The principal office address of the corporation where the executive offices are located is:

1230 Liberty Bank Lane  
Suite 300  
Louisville, KY 40222

#### **ARTICLE IV**

The name and mailing address of the incorporator is as follows:

Rodney J. Henderson  
1230 Liberty Bank Lane  
Suite 300  
Louisville, KY 40222

#### **ARTICLE V**

The members of the corporation shall consist of all of the record owners of lots in **ASBURY SUBDIVISION.**

#### **ARTICLE VI**

The affairs of the corporation will be managed by the number of directors determined by the By-laws, but not less than three directors, and in the absence of such determination, shall consist of three directors. Directors must be members of the corporation.

Directors of the corporation shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

The names and addresses of the members of the first Board of Directors who shall hold office until successors are elected and have qualified, or until removed, are as follows:

Charles A. Osborn, Jr.	1230 Liberty Bank Lane Suite 300 Louisville, KY 40222
Rodney J. Henderson	1230 Liberty Bank Lane Suite 300 Louisville, KY 40222
James K. Keane	1230 Liberty Bank Lane Suite 300 Louisville, KY 40222

#### **ARTICLE VII**

The affairs of the corporation shall be administered by the officers designated by the By-laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

President	Charles A. Osborn, Jr. 1230 Liberty Bank Lane Suite 300 Louisville, KY 40222
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Vice President/Secretary

Rodney J. Henderson  
1230 Liberty Bank Lane  
Suite 300  
Louisville, KY 40222

Treasurer

James K. Keane  
1230 Liberty Bank Lane  
Suite 300  
Louisville, KY 40222

#### **ARTICLE VIII**

The Board of Directors may from time to time, by vote of a majority of its members make, alter, amend or rescind any of the By-laws of this corporation. This power of the Board of Directors is subject to the power of the members to change or repeal the By-laws.

#### **ARTICLE IX**

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 or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; (iii) for unlawful distributions under Kentucky Revised Statutes; and (iv) for any transaction from which the Director derived an improper personal benefit.

#### **ARTICLE X**

The private property of the members shall not be subject to the debts of the corporation.

