

**ARTICLES OF INCORPORATION  
OF  
LITTLE SPRING FARM COMMUNITY ASSOCIATION, INC.**

The Incorporator does hereby form a corporation under the Kentucky Nonprofit Corporation Act, and in application thereof states as follows

1 **Name** The Corporation's name shall be LITTLE SPRING FARM COMMUNITY ASSOCIATION, INC

2 **Duration.** The Corporation's duration shall be perpetual

3. **Definitions.** As used in these Articles of Incorporation, the following terms shall have the following meanings

- (a) "Developer" shall mean Brown, Noltemeyer & Mattingly, LLC, and shall include any person, corporation or association to which it may expressly assign its rights, or any of them, from time to time, under these Articles of Incorporation
- (b) "Little Spring Farm Subdivision" shall mean the property commonly known as Little Spring Farm, a residential subdivision, a plat of which is recorded in the Jefferson County Clerk's office. The Corporation shall also control the additional sections of Little Spring Farm Subdivision as may be filed from time to time and which are subject to the Declaration of Restrictions
- (c) "Declaration of Restrictions" shall mean any Declaration of Covenants, Conditions and Restrictions, as amended from time to time, affecting any portion of the Little Spring Farm Subdivision
- (d) "Residential Unit" shall mean each single family residential lot or similar property, the owner of which is a member of the Corporation pursuant to the Declaration of Restrictions

4 **Purposes.** The Corporation is organized under the Kentucky Nonprofit Corporation Act and the purposes and objects for which the Corporation is formed are as follows

- (a) To promote the social welfare and serve the common good and general welfare of the members of the Corporation and to construct, operate, maintain and repair any common structure, facility way or ground, whether owned by the Corporation or not, within the Little Spring Farm Subdivision

- (b) Notwithstanding the generality of the foregoing, the Corporation shall not (1) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, or (2) directly or indirectly participate in, intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office

5. **Powers.** In addition to all other powers the Corporation may have pursuant to the Kentucky Nonprofit Corporation Act, the Corporation shall have the powers to

- (a) Exercise and enforce any right or privilege assigned to it under the Declaration of Restrictions; and
- (b) Assess, levy and collect assessments against each Residential Unit and against members of the Corporation as provided in the Declaration of Restrictions

6. **Internal Affairs.** Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are

- (a) The membership of the Corporation shall consist of the members designated from time to time in the Declaration of Restrictions, and such members shall be classified as follows
  - (1) Class A membership shall consist of all members other than Developer
  - (2) Class B membership shall consist of Developer
- (b) Each member shall have one vote in respect of each Residential Unit owned by such member, but the right of Class A members to vote may be exercised only in accordance with subparagraph 6(c)
- (c) Class A members shall not be entitled to exercise any vote until the earlier of
  - (1) July 1, 2017, or
  - (2) Such time as in the sole determination and discretion of Developer, Developer converts to a Class A Member and permits the Class A Members to vote
- (d) Nothing in these Articles of Incorporation shall limit the right of Developer to alter in any way its plans for the development of sections of Little Spring Farm Subdivision at any time and from time to time

- (e) No part of the Corporation's net earnings shall inure to the benefit of any individual or any shareholder of the Corporation
- (f) Upon the dissolution or final liquidation of the Corporation any remaining assets of the Corporation shall be distributed to one or more organizations, designated by the Board of Directors at that time, to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes of the Corporation. Each of such organizations shall operate to be exempt from federal tax under §501(c)(3), §501(c)(4) or §501(c)(7) of the Internal Revenue Code of 1986, as amended, or under corresponding legislation if the Internal Revenue Code of 1986 is not then in effect

7 **Office and Agent.** The street address of the Corporation's initial registered office shall be 401 W Main Street, Suite 1200, Louisville, Kentucky 40202, and the name of its initial Registered Agent at such address shall be Daniel M Walter

8. **Principal Office.** The principal office of the Corporation shall be 2424 Eagles Eyrie Court, Louisville, Kentucky 40206

9 **Board of Directors** The number of Directors constituting the Corporation's initial Board of Directors shall be four, and the names and mailing addresses of the persons who are to serve as the initial Directors are

<u>NAME</u>	<u>ADDRESS</u>
Charles A Brown, Jr	2424 Eagles Eyrie Court Louisville, Kentucky 40206
Norman V Noltemeyer	122 N Peterson Avenue Louisville, Kentucky 40206
S. Lee Mattingly	4743 Poplar Level Road Louisville, Kentucky 40213
Charles R Mattingly	4743 Poplar Level Road Louisville, Kentucky 40213

10 **Incorporation.** The name and address of the sole incorporator is Daniel M Walter, 401 W Main Street, Suite 1200, Louisville, Kentucky 40202

11 **Limitation of Liability.**

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for a breach of his duties as a director except for liability (1) for

any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its members, (2) 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, or (3) for any transaction from which the director derived an improper personal benefit

If the Kentucky Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article 11 by the members or directors of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. This Article 11 shall continue to be applicable with respect to any breach of duties by a director of the corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators

IN WITNESS WHEREOF, the incorporator has signed triplicate originals of these Articles of Incorporation on this 18<sup>th</sup> day of February, 2003.

  
Daniel M. Walter

Consent of Registered Agent

The undersigned, Daniel M Walter, having a principal place of business of 401 W Main Street, Suite 1200, Louisville, Kentucky 40202, hereby agrees and consents to serve as Registered Office and Agent for Service of Process of Little Spring Farm Community Association, Inc

Daniel M. Walter  
Daniel M Walter

2/18/03  
Date

THIS INSTRUMENT PREPARED BY

Daniel M. Walter  
Daniel M Walter  
Ackerson, Mosley & Yann, P S C.  
401 W Main Street, Suite 1200  
Louisville, Kentucky 40202  
(502) 589-4130

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END OF DOCUMENT

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