

ARTICLES OF INCORPORATION
OF
MOCKINGBIRD GARDENS COURTYARDS
ASSOCIATION, INC.

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8.00

JUN 27 10 39 AM '94

NOTARIAL
SEAL
OFFICE
JUN 27 1994
JEFFERSON COUNTY, KY

The undersigned, acting as incorporator of a non-profit corporation without capital stock or stockholders, under the provisions of the Kentucky Non-Profit Corporation Acts (KRS 273.161 et. seq., as amended), adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be "Mockingbird Gardens Courtyards Association, Inc."

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

As used in these Articles of Incorporation, the following terms shall have the following meanings:

1. "Corporation" shall mean Mockingbird Gardens Courtyards Association, Inc.
2. "Declaration" shall mean the Supplementary Declaration of Restrictions, Mockingbird Gardens, Section 3A, The Courtyards, as amended from time to time, which affects the Courtyards section of Mockingbird Gardens and will be of record in the office of the County Clerk of Jefferson County, Kentucky.
3. "Developer" shall mean and refer to the Brownsboro Development Company, its successors and assigns.
4. "Lot(s)" shall mean and refer to that portion of the real property described in Article II, Section 1 of the Declaration, intended for use and occupancy as a residence by a single family and shown on the Plat as Lots 98-116 (inclusive), provided that the term shall also include any and all platted lots intended by Developer for use and occupancy as single family residences on additional property to be annexed to Mockingbird Gardens Courtyards Section pursuant to Article II, Section 2 of the Declaration defined above.

5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of any Lot which is part of Mockingbird Gardens Courtyard Section but excluding any party holding the fee simple title merely as a security for the performance of an obligation.

6. "Plat" shall mean and refer to the Plat of Mockingbird Gardens of record in the office of the County Clerk of Jefferson County, Kentucky, including any amendments made thereto at any time or times.

7. "Mockingbird Gardens" shall mean and refer to the real property described in Article I, Section 10 of the Declaration, namely being part of the real property acquired by Developer by Deed dated August 29, 1988, of record in Deed Book 5800, Page 985 in the office of the County Clerk of Jefferson County, Kentucky and such additional real property as may be annexed in accordance with Article II, Section 2 of the Declaration.

ARTICLE IV

The objects and limited purposes for which the Corporation is organized, and the powers it shall have and may exercise are as follows:

1. Garbage collection for the residences in the Courtyards Section of Mockingbird Gardens, including composting and recycling materials collection, although the garbage collection responsible may be discontinued by to Board of Directors of the Corporation.

2. The responsibility of front lawn maintenance for residences located in the Courtyards Section of Mockingbird Gardens, which maintenance shall include grass mowing, fertilization, weed control, and leaf collection but which shall not include any form of maintenance of landscape plantings other than grass, although the parameters of lawn maintenance responsibility may be expanded by the Board of Directors of the Corporation in its discretion.

3. The responsibility of procuring and maintaining such insurance as the Board of Directors of the Corporation shall deem necessary, as well as employment of such professionals and other employees as it shall deem appropriate.

4. The Corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, or 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. In furtherance of the aforesaid purposes, enterprises, activities and

projects, the Corporation shall have the power:

(a) To acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, pledge, mortgage and otherwise dispose of any property it so acquires;

(b) To invest and reinvest any such property and the increment, avails or proceeds of any such property and to the extent permitted by law to enter into contracts with any corporate trust company for the purpose of employing it to make investments on behalf of the Corporation;

(c) To give, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(d) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(e) To obtain such liability, property or other insurance as the Board of Directors may from time to time determine;

(f) To accept gifts, grants, bequests or devises of property of any kind which may be made to the Corporation, upon the terms, trusts and conditions set forth in deed of gift, will contract or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(g) To borrow money and give security therefor by pledging, mortgaging or otherwise hypothecating any property it may own, or any interest it may have in such property;

(h) To exercise and enforce any right or privilege assigned to it under the Declaration;

(i) To assess, levy and collect assessments against each Lot and against members of the Corporation as provided in the Declaration;

(j) To bring suit or otherwise engage in litigation or adversarial proceedings on behalf of the public interest or interests broadly affecting the public or a sector thereof, and to employ agents, attorneys, accountants and others in connection with

the conduct of any such litigation; and

(k) To exercise all of the powers set forth in KRS 273.171 and to do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized, as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of the Kentucky Non-Profit Corporation Acts (KRS 273.161 et seq., as amended), or any other applicable law or statute.

ARTICLE V

The Corporation's existence shall begin at such time as the Secretary of State of Kentucky shall have issued the Certificate of Incorporation.

ARTICLE VI

The Corporation shall have neither capital stock nor stockholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit or property inure to the incorporators of the Corporation, nor to any member, officer or director thereof, except as compensation for services actually rendered, but its entire gain, profit, net earnings and property shall be devoted exclusively to the purposes set out and referred to in Article IV hereof.

ARTICLE VII

Provisions for the regulation of the internal affairs of the Corporation are as follows:

1. The Corporation shall have two classes of voting membership:

(a) Class A Members shall be all Owners of Lots, with the exception of the Developer.

(b) The Class B Member shall be the Developer. The Developer's Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever first occurs:

(i) Transfer of control by the Developer to the Courtyards Association as described in the Declaration; or

(ii) At such time as all of the Courtyards Lots which may be developed on the property known as Mockingbird Gardens, including any additional property annexed thereto, which is designated as Courtyards Lots have had legal title

conveyed to and are concurrently owned by Owners other than the Developer.

2. (a) Each Class A Member shall have one (1) vote in respect of each Courtyards Lot owned by such member. In the event that the Owner is more than one person or entity, votes shall be apportioned as described herein. If ownership of a Lot is held by an Owner and an Owner's spouse, joint with right of survivorship, each spouse shall have a one-half (1/2) vote. If ownership of a Lot is held by multiple parties, other than as described in the immediately preceding sentence, each such Owner shall have a fractional share of one vote based on the percentage of his ownership of the Lot. Owners of each Lot shall file with the Secretary of the Corporation a notice of the fractional votes to which each Owner is entitled. In no event shall the Owner(s) of any one Lot be entitled to more than one vote for such Lot.

(b) The Class B Member shall have forty (40) votes for each Lot owned by it.

ARTICLE VIII

The principal office of the Corporation shall be located at Brownsboro Development Company, 111 West Washington, Louisville, Kentucky 40202. The Corporation's registered office shall be located at 111 West Washington, Louisville, Kentucky 40202, and the name of its resident agent for service of process shall be Kenneth L. Payne.

ARTICLE IX

The affairs of the Corporation shall be conducted by a board of directors and by such officers as shall be provided in the Bylaws. The number of directors of the Corporation shall not be less than three (3) persons, and such number shall be as is fixed from time to time in the Bylaws.

ARTICLE X

The number of directors constituting the initial board of directors of the Corporation is three (3). The names and addresses of the person who shall serve as the initial directors until the first election of directors and until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Daniel H. Jones	c/o Main Street Realty 111 West Washington Street Louisville, Kentucky 40202

John G. Treitz, Jr.

1200 One Riverfront Plaza
Louisville, Kentucky 40202

Kenneth L. Payne

c/o Main Street Realty
111 West Washington Street
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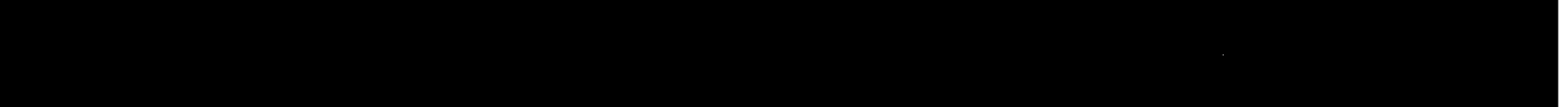
ARTICLE XI

No director shall be personally liable to the Corporation for monetary damages for breach of his duties as a director, provided that this provision shall not eliminate or limit the liability of a director of the Corporation:

1. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
2. For acts or omissions not in good faith or which involve intentional misconduct or which 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.

ARTICLE XII

The Corporation shall indemnify any person 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 by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that with respect to an action by or in the right of the Corporation, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the full extent permitted by Kentucky law.



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2. (a) Each Class A Member shall have one (1) vote in respect of each Courtyards Lot owned by such member. In the event that the Owner is more than one person or entity, votes shall be apportioned as described herein. If ownership of a Lot is held by an Owner and an Owner's spouse, joint with right of survivorship, each spouse shall have a one-half (1/2) vote. If ownership of a Lot is held by multiple parties, other than as described in the immediately preceding sentence, each such Owner shall have a fractional share of one vote based on the percentage of his ownership of the Lot. Owners of each Lot shall file with the Secretary of the Corporation a notice of the fractional votes to which each Owner is entitled. In no event shall the Owner(s) of any one Lot be entitled to more than one vote for such Lot.

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2. For acts or omissions not in good faith or which involve intentional misconduct or which 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.

ARTICLE XII

The Corporation shall indemnify any person 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 by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that with respect to an action by or in the right of the Corporation, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the full extent permitted by Kentucky law.

ARTICLE XIII

Upon dissolution of the Corporation, the assets of the Corporation shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor;
2. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirement; and
3. Other assets, if any, shall be transferred or conveyed to one or more organizations that are the same type of organization as the Corporation for purposes of federal tax law or that are exempt under Section 501(c)(3), section 501(c)(4) or section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax law) or to the federal government or to a state or local government, for a public purpose.

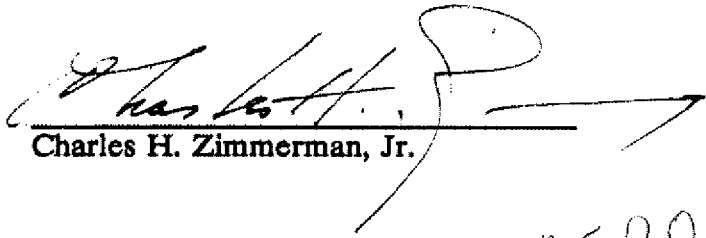
ARTICLE XIV

The name and address of the incorporator of the Corporation is Charles H. Zimmerman, Jr., 429 West Muhammad Ali Blvd., Suite 800, Louisville, Kentucky 40202.

ARTICLE XV

The private property of the incorporator, the officers and the directors of the Corporation shall not be subject to any of the Corporation's debts or liabilities.

WITNESS the signature of the incorporator on this 24th day of June, 1994.


Charles H. Zimmerman, Jr.

A 85709

END OF DOCUMENT

Document No: 1994085709
Lodged By: zimmerman
Recorded On: Jun 29, 1994 03:33:52 P.M.
Total Fees: \$11.50
County Clerk: Rebecca Jackson
Deputy Clerk: SHERRI