

ARTICLES OF ORGANIZATION
OF
GLENDOVER NEIGHBORHOOD ASSOCIATION, INC.

WE, THE UNDERSIGNED, having associated for the purpose of forming a nonprofit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273 of the Kentucky Revised Statutes (KRS), hereby certify as follows:

ARTICLE I

The name of the Corporation shall be Glendover Neighborhood Association, Inc.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The name and street address of the registered agent is:

Edward Anthony Hicks
304 Albany Road
Lexington, Kentucky 40503

The principal office of the corporation is located at:

304 Albany Road
Lexington, Kentucky 40503

ARTICLE IV

The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c) (4) of the Internal Revenue Code of 1954 (or corresponding provisions of any later Federal tax laws), including for such purposes the making of distributions to organizations and individuals for the purpose of engaging in activity falling within the purposes of the Corporation and permitted for an organization exempt under said Section 501(c) (4).

The purposes of the Corporation shall be more specifically stated as follows:

1. To promote the general welfare, safety, and livability of our neighborhood;
2. To contribute to the betterment of the Lexington community as a whole by promoting livable communities;
3. To educate children in the democratic process through their inclusion in the activities of the neighborhood association.
4. To engage in other activities designed to promote social welfare.

ARTICLE V

The Corporation shall be irrevocably dedicated to and operated exclusively for nonprofit purposes. No part of the net earning of the Corporation shall inure to the benefit or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI

In carrying out the corporate purposes described in Article IV, the corporation shall have all the powers granted by the laws of the State of Kentucky, including in particular those listed in Section 273.171 of the Kentucky Revised Statutes, except as otherwise stated in these Articles. Notwithstanding, any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (4) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

The names and addresses of the incorporators are:

Jeremy Dale Gorman	595 Albany Road Lexington, KY 40502
Edward Anthony Hicks	304 Albany Road Lexington, KY 40503
Ginny Rebecca Hodgkin	210 Jesselin Drive Lexington, KY 40503
Jessica Nell Ladipo	1925 Bellefonte Drive Lexington, KY 40502
Clarissa Elizabeth Spawn	1909 Bellefonte Drive Lexington, KY 40503

ARTICLE VIII

The initial Board of Directors shall consist of eleven (11) directors. The names and addresses of the initial Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Karen Dobson	341 Glendover Road Lexington, KY 40503
John S. Douglas	783 Rebecca Drive Lexington, KY 40502
Laura Ecton	3066 Windermere Road Lexington, KY 40502
Jeremy Dale Gorman	595 Albany Road Lexington, KY 40502
Marsha Hennig	1953 Bellefonte Drive Lexington, KY 40503
Edward Anthony Hicks	304 Albany Road Lexington, KY

DIRECTOR

ADDRESS

Ginny Rebecca Hodgkin

210 Jesselin Drive
Lexington, KY 40503

Dee Jones

856 Albany Road
Lexington, KY 40502

Ashley Kirkwood

246 Albany Road
Lexington, KY 40503

Jessica Nell Ladipo

1925 Bellefonte Drive
Lexington, KY 40502

Clarissa Elizabeth Spawn

1909 Bellefonte Drive
Lexington, KY 40503

ARTICLE IX

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws.

Any director may be removed for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

ARTICLE X

A) The officers, directors, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation. The Corporation may make any indemnification permitted by law as authorized by its Articles of Incorporation, its By-Laws, or by a resolution adopted by the Corporation's Board of Directors.

B) Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his/her duties as a director unless such act, omission, or breach:

- 1.) concerned or concerns a transaction in which the director's personal financial interest was or is in conflict with the financial interests of the Corporation;
- 2.) was not in good faith or involved or involves intentional misconduct on the part of the director;
- 3.) was known by the director to be a violation of law; or
- 4.) resulted in an improper personal benefit to the director.

ARTICLE XI

Any director or officer or former director or officer of the Corporation, may be indemnified by the Corporation against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which s/he is made a party by reason of being or having been such director or officer, except in relation to matters as to which s/he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, or its By-laws or a resolution adopted after notice to members entitled to vote.

ARTICLE XII

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 the promotion of social welfare as shall at the time qualify as an exempt organization under Section 501(c)(4) or 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any later Federal tax laws), as the Board of Directors shall determine.

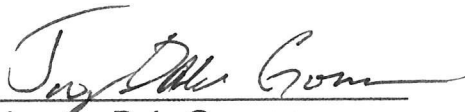
The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office for the Corporation is then located, exclusively for

such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE XIII

Amendments to these Articles shall be made pursuant to the provisions of KRS 273-263(2) (or corresponding provision of any later State statute).

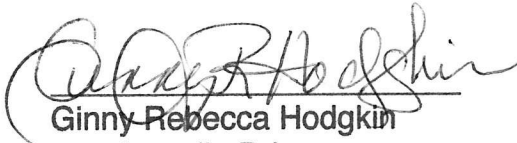
IN TESTIMONY WHEREOF, witness the signatures of the Incorporators of this Corporation on this 19th day of November, 2011.



Jeremy Dale Gorman
595 Albany Road
Lexington, KY 40502



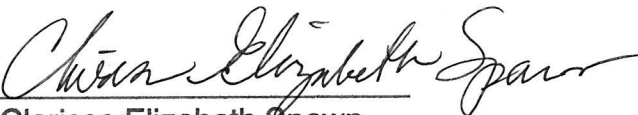
Edward Anthony Hicks
304 Albany Road
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Lexington, KY 40502



Clarissa Elizabeth Spawn
1909 Bellefonte Drive
Lexington, KY 40503

STATE OF KENTUCKY
COUNTY OF FAYETTE

Before me, the undersigned authority, personally appeared **JEREMY DALE GORMAN** and being first duly sworn, acknowledged that he was an incorporator of the aforementioned Corporation, and that he signed the foregoing Articles of Incorporation as his free act and deed.

Witness my signature and seal of office this 18th day of November, 2011

My Commission Expires: 10-10-2015


NOTARY PUBLIC

Cert ID # 237367

STATE OF KENTUCKY
COUNTY OF FAYETTE

Before me, the undersigned authority, personally appeared **EDWARD ANTHONY HICKS** and being first duly sworn, acknowledged that he was an incorporator of the aforementioned Corporation, and that he signed the foregoing Articles of Incorporation as his free act and deed.

Witness my signature and seal of office this 19th day of November, 2011

My Commission Expires: 10-10-2015


NOTARY PUBLIC

Cert ID # 237367

STATE OF KENTUCKY
COUNTY OF FAYETTE

Before me, the undersigned authority, personally appeared **JESSICA NELL LADIPO** and being first duly sworn, acknowledged that she was an incorporator of the aforementioned Corporation, and that she signed the foregoing Articles of Incorporation as her free act and deed.

Witness my signature and seal of office this 19th day of November, 2011

My Commission Expires: 10-10-2015


NOTARY PUBLIC

Cert ID # 237367

STATE OF KENTUCKY
COUNTY OF FAYETTE

Before me, the undersigned authority, personally appeared **GINNY REBECCA HODGKIN** and being first duly sworn, acknowledged that she was an incorporator of the aforementioned Corporation, and that she signed the foregoing Articles of Incorporation as her free act and deed.

Witness my signature and seal of office this 18th day of November, 2011

My Commission Expires: 10-10-2015

John A. Douglas
NOTARY PUBLIC

Cert ID # 237367

STATE OF KENTUCKY
COUNTY OF FAYETTE

Before me, the undersigned authority, personally appeared **CLARISSA ELIZABETH SPAWN** and being first duly sworn, acknowledged that she was an incorporator of the aforementioned Corporation, and that she signed the foregoing Articles of Incorporation as her free act and deed.

Witness my signature and seal of office this 18th day of November, 2011

My Commission Expires: 10-10-2015

John A. Douglas
NOTARY PUBLIC

Cert ID # 237367