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Alison Lundergan Grimes
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF
BOONEDALE HOA, INC.

I, the undersigned, for the purpose of forming a non-profit, non-stock corporation under and pursuant to the laws of the Commonwealth of Kentucky and more particularly Chapter 273 of the Kentucky Revised Statutes, hereby certify as follows:

ARTICLE I

The name of the corporation shall be "Boonedale HOA, Inc." and by said name it may contract with, sue and be sued, and conduct and operate its business and affairs. The corporation may operate under the assumed name of "Mackie Place HOA."

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The name of the initial registered agent for service of process of this corporation is James Culver, 2040 Boonedale Lane, Versailles, Kentucky 40383. The registered office of the corporation is 2040 Boonedale Lane, Versailles, Kentucky 40383. The address of the principal office of the Corporation is 2040 Boonedale Lane, Versailles, Kentucky 40383.

ARTICLE IV

The Corporation is organized and shall be operated exclusively as a Homeowners Association within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

The purposes for which this corporation is organized shall be to perform the functions of the Homeowners Association as set forth in the Restrictive Covenants for Boonedale, formerly known as Boonedale Farms, of record in Deed Book 245, Page 31 in the Woodford County Clerk's Office.

ARTICLE VI

The corporation shall be irrevocably dedicated to and operate exclusively for non-profit purposes. No part of the net earnings of this corporation shall enure to the benefit of 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 V hereof.

ARTICLE VII

In carrying out the corporate powers described in Article V hereof, the corporation shall have all the powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in Section 273.171 of the Kentucky Revised Statutes, except as otherwise stated in these Articles:

A. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office.

B. Notwithstanding any other provisions of these Articles, the corporation shall not carry on other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

The name and address of the incorporator is James Culver, 2040 Boonedale Lane, Versailles, Kentucky 40383.

ARTICLE IX

The initial Board of Directors shall consist of five (5) directors. The names and address of the members of the initial Board of Directors are:

Name	Address
James Culver	2040 Boonedale Lane Versailles, KY 40383
Ruth Morris	2040 Boonedale Lane Versailles, KY 40383
Fritz Lower	2039 Boonedale Lane Versailles, KY 40383
Monica Lower	2039 Boonedale Lane Versailles, KY 40383
Randall Barnard	2025 Boonedale Lane Versailles, KY 40383

ARTICLE X

The Bylaws shall be adopted by the initial Board of Directors. Thereafter, the corporation shall be governed by the Bylaws.

ARTICLE XI

A. The officers, directors, and members of this corporation shall not be held personally liable for any debt or obligation of the corporation solely because of their position as officers, directors or members of the corporation.

B. Neither the initial directors nor subsequent directors of the corporation shall be personally liable for monetary damages for breach of their duties as directors and, accordingly, the corporation shall indemnify any such director 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 (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer or agent of the corporation, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding. Provided, however, that said liability limitation shall not apply:

1. For any transaction for which the director's personal financial interests are in conflict with the financial interests of the corporation;
2. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of a law; or
3. For any transaction from which the director derived an improper personal benefit.

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 as a homeowners association qualifying as an exempt organization under Section 528(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws, as designated in the Corporation's Bylaws. The remaining assets not disposed of through a designation in the Corporation's Bylaws (as aforesaid), 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 or organized and operated exclusively for such purposes.

ARTICLE XIII

Amendments to these Articles shall be made pursuant to the provisions of Section 273.263 of the Kentucky Revised Statutes.

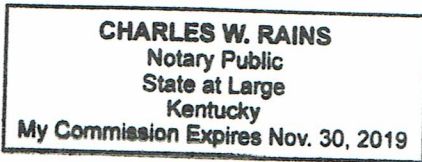
IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature on this the 31st day of May, 2018.

James Culver
JAMES CULVER

COMMONWEALTH OF KENTUCKY COUNTY
OF WOODFORD

The foregoing instrument was acknowledged before me this the 31st day of May, 2018.

My Commission expires: 11/30/2019



Charles W. Rains
NOTARY PUBLIC, STATE AT LARGE



CONSENT TO SERVE AS REGISTERED AGENT OF
BOONEDALE HOA, INC.

In connection with the filing of the Articles of Incorporation of Boonedale HOA, Inc., a Kentucky corporation (the "Corporation"), the undersigned hereby states as follows:

1. The undersigned acknowledges being appointed as the initial registered agent of the Corporation in said Articles of Incorporation.
2. The undersigned consents to serve in the capacity of, and accepts the appointment as, the registered agent of the Corporation.

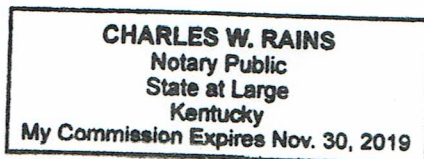
Dated this the 31st day of May, 2018.

James Culver
JAMES CULVER

COMMONWEALTH OF KENTUCKY COUNTY
OF WOODFORD

The foregoing instrument was acknowledged before me this the 31st day of May, 2018, by James Culver.

My Commission expires: 11/30/19



Charles W. Rains
NOTARY PUBLIC, STATE AT LARGE

