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Michael G. Adams
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**ARTICLES OF INCORPORATION
OF
THE VINE MIXED USE CONDOMINIUM
OWNERS ASSOCIATION, INC.**

I, the undersigned, being a natural person of full age, make these Articles of Incorporation for the purpose of forming a non-stock, non-profit corporation pursuant to the provisions of Kentucky Revised Statutes.

ARTICLE I

NAME

The name of the corporation is The Vine Mixed Use Condominium Owners Association, Inc.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are:

(a) To provide for the management, maintenance, preservation, administration and operation of The Vine Mixed Use Condominium, a condominium organized pursuant to the Kentucky Revised Statutes, as set forth in that certain Declaration of Condominium to be recorded in the Office of the Fayette County Clerk (the "Declaration");

(b) To promote the health, safety and welfare of the "Owners" (as defined in the Declaration) and residents within the jurisdiction of this corporation; and

(c) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

ARTICLE IV

TAX STATUS

The corporation shall have all the powers granted non-stock, non-profit corporations under the laws of the Commonwealth of Kentucky. Notwithstanding any other provision of these Articles of Incorporation, the corporation hereby elects tax-exempt status under Section 528 of the Internal Revenue Code of 1986. The corporation shall not carry on any activities prohibited by a corporation electing tax-exempt status under Section 528, or any corresponding sections or provisions of any future United States Internal Revenue law or of any analogous law of the Commonwealth of Kentucky. No part of the net earnings of the corporation shall inure to the benefit of its members, directors, officers, or other 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 exempt purposes of the corporation.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

The corporation shall have members. Such membership shall be limited to the owners of condominium units in Fritz Farm Mixed Use Condominium, and every owner of a unit shall automatically be a member of the corporation. The rights, powers and privileges of members of the corporation, including voting rights, are set forth in the Declaration and the bylaws of the corporation.

ARTICLE VI

REGISTERED AGENT AND REGISTERED AND PRINCIPAL OFFICE

The address of the initial registered office in the Commonwealth of Kentucky is 300 West Vine Street, Suite 2100, Lexington, Kentucky 40507, and the name of the initial registered agent at such address is SKO-Lexington Services, LLC. The principal office of the corporation is located at 881 Corporate Drive, Lexington, Kentucky 40503.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors who need not be members of the corporation. The number of members of the Board of Directors may be changed by amendment of the bylaws of the corporation, but in no event shall the number of members of the Board of Directors be less than three (3). There shall be five (5) members of initial the Board of Directors. The names and addresses of the persons who are to act as initial members of the Board of Directors until they are replaced as provided in the bylaws are:

Name

Address

Jeremy Delk

881 Corporate Drive
Lexington, Kentucky 40503

Cheryl Cornett

881 Corporate Drive
Lexington, Kentucky 40503

Margaret Delk

881 Corporate Drive
Lexington, Kentucky 40503

Joseph Emery Stephen Horn

135 West Main Street, Suite 300
Lexington, Kentucky 40507

Ronald Brown

135 West Main Street, Suite 300
Lexington, Kentucky 40507

ARTICLE VIII

LIMITATION ON LIABILITY

The liability of each and all of the Directors of this corporation shall be and is hereby limited to the greatest extent permitted by law and no director of the corporation shall be liable to the corporation for monetary damages for breach of such Director's duties as a director except for the following (which exceptions shall be construed as narrowly as legally permissible):

- (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 are known to the Director to be a violation of the law; or
- (3) for any transaction from which the Director derived an improper personal benefit.

ARTICLE IX

INDEMNIFICATION

To the fullest extent permitted by the Kentucky Revised Statutes as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its members for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE X

AMENDMENT

Subject to the provisions of the Declaration setting forth certain voting requirements with respect to any material amendment to these Articles of Incorporation, these Articles of Incorporation may be amended in the manner provided in the Kentucky Revised Statutes.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is: Jeremy Delk.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 15th day of May, 2024.



JEREMY DELK

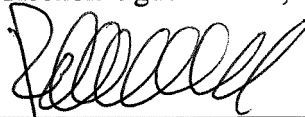
STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

The undersigned, as the initial registered agent identified in Article VII of the Articles of Incorporation of The Vine Mixed Use Condominium Owners Association, Inc., a Kentucky nonprofit corporation, hereby consents to serve the corporation in that capacity until such time as such appointment is terminated or the initial registered agent resigns.

SKO-LEXINGTON SERVICES LLC,
a Kentucky limited liability company

BY: Stoll Keenon Ogden PLLC, Member

BY:

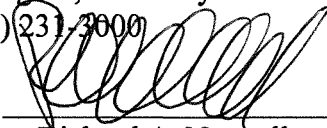


Richard A. Nunnelley,
Member

This instrument was prepared by:

STOLL KEENON OGDEN PLLC
300 West Vine Street, Suite 2100
Lexington, Kentucky 40507
(859) 231-3000

BY:



Richard A. Nunnelley