

**ARTICLES OF INCORPORATION
OF
THE MEWS ASSOCIATION INC.**

The undersigned Incorporator has executed these Articles of Incorporation for the purpose of forming, and does hereby form, a non-stock, nonprofit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE I

Name

The name of the Corporation shall be The Mews Association Inc. (the "Corporation").

ARTICLE II

Purpose

The purposes for which the Corporation organized are:

- (A) to be the "Council of Co-Owners" (as defined in the Kentucky Horizontal Property Law, KRS 381.805 to 381.910, as amended) for the management, maintenance, preservation, administration and operation of The Mews, a condominium project established in Fayette County, Kentucky, pursuant to the provisions of the Kentucky Horizontal Property Law, by Blue Duck Land Company, LLC, a Kentucky limited liability company, as set forth in that certain Master Deed and Declaration of Horizontal Property Regime for The Mews, to be recorded in the Office of the Fayette County Clerk;
- (B) to promote the health, safety and welfare of the Co-owners (as defined in the Master Deed) and residents with the jurisdiction of the Corporation; and
- (C) to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

ARTICLE III

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 538, 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 IV

Powers

In addition to all other powers the Corporation may have pursuant to the Kentucky Nonprofit Corporations Act, including KRS 273.163-273.387, the Corporation shall have (1) the powers conferred upon a Council of Co-Owners under the provisions of the Kentucky Horizontal Property law; (2) the powers conferred upon the Corporation in the Master Deed for The Mews and the Exhibits annexed thereto, as recorded in the Office of the Fayette County Clerk; and (3) all of powers necessary, proper and convenient or desirable in order to fulfill and further the purpose of the Corporation.

ARTICLE V

Internal Affairs

- (A) The Corporation shall have members. Such membership shall be limited to the owners of the condominium units in the Mews, 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 Master Deed and the bylaws of the Corporation. Membership in the Corporation shall terminate when a person/entity is not longer the owner of record of a unit.
- (B) Nothing in these Articles of Incorporation shall limit the right of the Grantor (as defined in the Master Deed) to alter in any way its plans for the development of any future sections of the The Mews at any time and from time to time.

ARTICLE VI

Principal Office

The mailing address of the Corporation's principal office is 3041 Old Todds Road, Lexington, Kentucky 40509.

ARTICLE VII

Registered Office and Agent

The address of the Corporation's initial Registered Office shall be 3041 Old Todds Road, Lexington, Kentucky 40509 and the name of its initial Registered Agent at such address shall be David Doucoumes.

ARTICLE VIII
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of members of the board of Directors may be changed by amendment of the bylaws of the Corporation, but in no event (a) shall the number of member of the Board of Directors be less than three (3) and (b) shall the proportion of Residential Delegates and Commercial Delegates (as those terms are defined in the Master Deed) serving on the Board at one time be changed. The number of directors constituting the Corporation's initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Timothy Rivers Mellin	450 West Second Street Lexington, KY 40508
David Doucoumes	3041 Old Todds Road Lexington, KY 40509
Benjamin Gallagher	227 Miller Street. Lexington, KY 40507

ARTICLE IX
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):

- (A) for any transaction in which the Director's personal financial interest is in conflict with the financial interest of the Corporation;
- (B) 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
- (C) for any transaction from which the Director derived an improper personal benefit.

ARTICLE X
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 or officer 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 or 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 XI
Amendment

During the time in which the Grantor in the Master Deed selects the Board of Directors, as described in the Master Deed, these Articles of Incorporation and the Bylaws may be amended by the Board of Directors. Subject to the provisions of the Master Deed 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 XII
Incorporator

The name and address of the incorporator is: John S. Talbott, DeCamp Talbott Seif PSC, 301 E. Main Street, Suite 600, Lexington, Kentucky 40507.

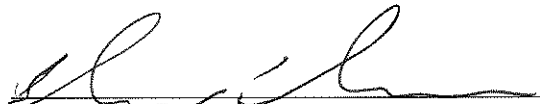
IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal, this 28th day of August, 2017.



John S. Talbott

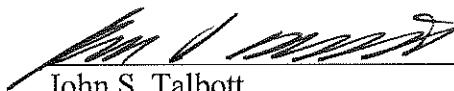
Consent of Initial Registered Agent

The undersigned, as the initial registered agent identified in Article VII of the Article of Incorporation of The Mews 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.



David Doucoumes

This instrument prepared by:



John S. Talbott
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