

ARTICLES OF INCORPORATION**OF****ESTATES OF L'ESPRIT PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a nonprofit corporation (the "Corporation") under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized thereunder, in accordance with the following provisions:

ARTICLE I**Name**

The name of the Corporation is **Estates of L'Esprit Property Owners Association, Inc.**

ARTICLE II**Purposes and Powers**

The Corporation is organized and operated exclusively for all purposes permitted under Chapter 273 of the Kentucky Revised Statutes. Specifically, the Corporation shall promote the common good and general welfare of the members of the Estates of L'Esprit Subdivision community, to maintain and/or repair any common area, including but not limited to the front entrance, to perform all obligations and duties of the Corporation as specified in the Bylaws of the Corporation, and to exercise the powers and functions granted to it in the Declaration of Covenants, Conditions, and Restrictions of the Estates of L'Esprit of record in Deed Book 319, Page 862 in the office of the clerk of Henry County, Kentucky, and any amendments thereto (the "Declaration"). In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes, and all power necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration.

Any other provision of these Articles to the contrary notwithstanding, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE III**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 16900 Meeting House Road, Fisherville, Kentucky 40023. The name of the initial registered agent at that address is Mark Suna.

ARTICLE IV
Principal Office

The mailing address of the Corporation's principal office is 16900 Meeting House Road, Fisherville, Kentucky 40023.

ARTICLE V
Members

The Corporation shall have members without certificate or share of stock. Membership shall be determined by the Declaration and shall be established by (i) the recording in the public records of Henry County, Kentucky, a deed or other instrument establishing record title to property in the Estates of L'Esprit Subdivision and (ii) the timely paying of all dues and other assessments levied by the Corporation. Members shall have only those rights enumerated in the Declaration and Bylaws of the Corporation.

ARTICLE VI
Directors

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) members, the exact number and the terms of each to be set in the manner provided for in the Bylaws. The initial Board of Directors of the Corporation shall consist of three (3) persons who shall serve until the first annual election of Directors or until their successors are elected and qualify. The names and mailing addresses of said directors are:

Mark Suna
16900 Meeting House Road
Fisherville, Kentucky 40023

Fred Tolsdorf
7605 Park Place Circle
Crestwood, Kentucky 40014

Philip Gambrell
153 Kelly Drive
La Grange, Kentucky 40031

ARTICLE VII
Officers

The Bylaws shall provide for such officers and committees as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws.

ARTICLE VIII

Bylaws

The Bylaws for the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

ARTICLE IX

Exemption From Liability and Indemnification

The private property of the directors of the Corporation shall be exempt from liability for any and all debts of the Corporation.

To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he/her is or was a member, director, trustee, committee member, officer, employee, or agent against all reasonable expenses, including attorneys' fees and costs, incurred by them in connection with the defense or such action, suit, or proceeding, or in connection with any appeal therein, and including the cost of court approved settlements or judgments. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director, trustee, committee member, officer, employee, or agent of the Corporation may be entitled apart from the foregoing provisions. This Article shall be deemed to be a contract between the Corporation and each member, director, trustee, committee member, officer, employee, or agent of the Corporation who serves in such capacity at any time while these Articles and other applicable law, if any, are in effect. Except to the extent otherwise required by law, any repeal or modification thereof shall not affect the rights or obligations then existing or thereafter arising with respect to any state of facts then or theretofore existing or thereafter arising or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. Further provisions for indemnification of members, directors, committee members, and officers may be specified in the Bylaws.

ARTICLE X

Limitation of Director Liability

No director shall be personally liable to the Corporation or its Members for monetary damages for breach of his or her duties as a director except for liability:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation and the transaction was unfair to the Corporation as outlined in KRS 273.219;
- (b) For acts or omissions not taken in good faith or which involve willful misconduct or wanton or reckless disregard for human rights, safety, or property, or which are known to the director to be a violation of law; or
- (c) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of

directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon the authorization of dissolution of the Corporation, the Board of Directors shall file Articles of Dissolution with the Secretary of State, along with a copy of the Plan of Distribution itemizing which of the Corporation's assets will be distributed or conveyed, with a request to the Secretary of State to forward a copy of the Articles of Dissolution to the Secretary of Revenue. The Corporation's dissolution will be effective upon the filing of the Articles of Dissolution; however, the existence of the Corporation will continue after the filing of the Articles of Dissolution for the sole purpose of winding up and liquidating the Corporation's business. The dissolution of the Corporation does not "abate or suspend" the rule of limited liability otherwise enjoyed by the Directors, Officers, or other interested parties having limited liability.

Winding up and liquidating the Corporation's business include paying or making provision for payment of all liabilities of the Corporation, disposing of all corporate assets in accordance with Chapter 273 of the Kentucky Revised Statutes, specifically including but not limited to KRS 273.303. In disposing of all corporate assets, the Corporation's Board of Directors shall designate one or more organizations to receive the Corporation's remaining assets that will best accomplish the general purposes of the Corporation. Each of such organizations shall be exempt from federal tax under Sections 501(c)(3), 501(c)(4), or 501(c)(7) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code). Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

ARTICLE XII

Incorporator

The name and mailing address of the Incorporator is:

Mark Suna
16900 Meeting House Road
Fisherville, Kentucky 40023

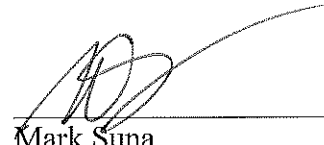
Signed and acknowledged by the Incorporator at La Grange, Kentucky, on September 30, 2022.



Mark Suna, Incorporator

WRITTEN CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Mark Suna, hereby consents to serve as initial registered agent of this Corporation.



Mark Suna