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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF INCORPORATION  
OF  
OVATION WEST MASTER OWNERS ASSOCIATION, INC.**

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

**ARTICLE I  
Name**

The name of the corporation is: Ovation West Master Owners Association, Inc.

**ARTICLE II  
Purposes**

The general purpose of the corporation is to be a nonstock, nonprofit corporation pursuant to applicable law and the terms of a certain Master Declaration of Protective Covenants, Restrictions, and Easements for The Ovation West Project Site, recorded in Official Record Book D841, Page 453, in the office of the Campbell County Clerk at Newport, Kentucky, by CPX Ovation West Parking, LLC, a Kentucky limited liability company, as may be amended from time to time (collectively the "Declaration").

**ARTICLE III  
Powers**

The corporation shall have all the powers conferred upon a nonstock, nonprofit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes, as amended; all the powers conferred upon the corporation in the Declaration, and exhibits annexed thereto, as may be amended from time to time, which documents are recorded as aforesaid in the office of the Campbell County Clerk at Newport, Kentucky; and all the powers necessary, proper, convenient, or desirable in order to fulfill and further the purpose of the corporation, subject to the terms and conditions of the Declaration.

**ARTICLE IV  
Duration**

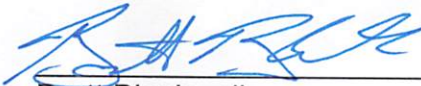
The corporation is to have perpetual existence.

**ARTICLE V**  
**Registered Office and Resident Agent; Principal Office**

The street address of the initial registered office of the corporation in the Commonwealth of Kentucky is 100 East River Center Blvd., Suite 1100, Covington, Kentucky, 41011 and the name of the initial registered agent of the corporation at such address is Brett Blackwell.

The mailing address of the principal office of the corporation is 100 East River Center Blvd., Suite 1100, Covington, Kentucky, 41011.

I, Brett Blackwell, consent to serve as the registered agent on behalf of the corporation.



Brett Blackwell

Date: 4/1/25

**ARTICLE VI**  
**Members**

All "Owners", as that term is defined in the Declaration, and any other persons or entities deemed to be a member as set forth in the Declaration, shall be members of the corporation, for a duration as set forth in the Declaration and subject to the terms and conditions set forth in the Declaration.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator of the corporation is Brett Blackwell, 100 East River Center Blvd., Suite 1100, Covington, Kentucky, 41011.

**ARTICLE VIII**  
**Board of Directors**

The initial Board of Directors of the corporation shall consist of five (5) persons who shall initially serve a term as set forth in Section 6.1 of the Declaration, and thereafter such Board of Directors shall be elected in accordance with the bylaws of the corporation. The names and addresses of said director(s) are:

Names

Addresses

Greg Scheper

100 E. Rivercenter Blvd., Suite 1100  
Covington, Kentucky 41011

Nicholas J. Heekin

100 E. Rivercenter Blvd., Suite 1100  
Covington, Kentucky 41011

Brett Blackwell

100 E. Rivercenter Blvd., Suite 1100  
Covington, Kentucky 41011

Andrew Vecellio

100 E. Rivercenter Blvd., Suite 1100  
Covington, Kentucky 41011

Peter Craig

100 E. Rivercenter Blvd., Suite 1100  
Covington, Kentucky 41011

The affairs of the corporation shall be conducted by a Board of Directors of not less than five (5) persons or more than the number of persons as may be specified in the bylaws for the corporation.

**ARTICLE IX**  
**Limitation of Liability of Directors**

Directors shall not be liable to the corporation for monetary damages for any act or omission constituting a breach of his or her duties as a Director unless such act or omission; (A) is one in which the Director has a personal financial interest which is in conflict with the financial interests of the corporation; (B) is not in good faith or involves intentional misconduct or is known to the Director to be a violation of law; or (C) is a transaction from which the Director derived an improper personal benefit.

  
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Brett Blackwell, Incorporator