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Alison Lundergan Grimes
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF

BARNES MILL NEIGHBORHOOD ASSOCIATION, INC.

The undersigned, having capacity to contract and acting as incorporator of a corporation organized under and pursuant to the provisions of the Kentucky Non Profit Corporation Acts as set forth in KRS 273.161 to KRS 273.390 and any amendments thereto, hereby adopts the following Articles of Incorporation as follows:

ARTICLE I
NAME

The name of the corporation shall be Barnes Mill Neighborhood Association, Inc. (the "Association").

ARTICLE II
NOT FOR PROFIT

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose which it is incorporated is to govern the affairs of the Barnes Mill Neighborhood (the "Neighborhood") for civic, charitable and educational purposes, and more particularly:

- (a) To raise funds, collect donations, assessments and/or levies by lawful means, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license, taxes or governmental charges levied or imposed against the property of the Association;
- (b) To promote the health, safety and welfare of the residents of the Neighborhood and to do or perform any act or thing permitted by law which would promote the common benefit and enjoyment of the owners of the real property within the Neighborhood;
- (c) To provide information concerning neighborhood structures and infrastructures on or around Barnes Mill Road, located in Richmond, Kentucky;
- (d) To enforce any and all covenants, restrictions, bylaws, and/or agreements applicable to the property of the Neighborhood and to other property; and
- (e) To have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 273 of the Kentucky Revised Statutes may now or hereafter have or exercise.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 300 East Main Street, Suite 360, Lexington, Kentucky 40507 and the name of the initial registered agent of the corporation at that address shall be Mason Miller.

ARTICLE IV
PRINCIPAL OFFICE

The principal office address of the corporation shall be 104 Longview Drive, Richmond, Kentucky 40475.

ARTICLE V
DIRECTORS

Until the number of members of the Board of Directors shall be otherwise established by the members, the initial Board of Directors shall consist of three members, and the persons to serve as such directors until the first annual meeting of the members or until their successors are elected and qualified shall be:

Ken Bellamy
104 Longview Drive
Richmond, KY 40475

Bobby Johns
313 Barnes Mill Road
Richmond, KY 40475

Richard Vance
119 Buckwood Drive
Richmond, KY 40475

The affairs of the corporation shall be managed by a Board of Directors of not less than three members, the exact number to be determined from time to time by the Directors of the corporation.

Directors may be removed by unanimous consent of the other directors.

ARTICLE VI
MEMBERSHIP

Membership is voluntary and open to any person or entity who is a record owner of a fee or undivided interest in any real property within the Neighborhood, which includes, but is not limited to, the following streets in Richmond, Kentucky:

Bristol Drive	Pembroke Drive
Kent Street	Stratford Drive
Leimaur Drive	Crescent Hills Drive
Allendale Drive	Longview Drive
Buckwood Drive	Westwood Drive
Farmington Court	Allen Drive
Stoneybrook Drive	Whispering Woods Drive

Stonewall Court	Bob O Link Street
Meadowlark Drive	Ridgeway Drive
Magnolia Drive	Hammons Court
Brookview Drive	Southland Drive
Eastway Drive	Robbins Drive
Barnes Mill Road	

ARTICLE VII
INCORPORATOR

The name and mailing address of the incorporator is Mason L. Miller, 300 East Main Street, Suite 360, Lexington, Kentucky 40507.

ARTICLE VIII
NON STOCK

The Association shall have no capital stock, and shall be composed of members rather than shareholders.

ARTICLE IX
NO LIABILITY

Members of the corporation shall not be personally liable for any debt or obligation solely by reason of being members.

A director of the corporation shall not be personally liable to the Association or its members for monetary damages for breach of duty as a director, except for liability for (i) any transaction in which the director's personal financial interest is in conflict with the financial interest of the Association; (ii) acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of the law; or (iii) for any transaction in which the director derives an improper personal benefit.

ARTICLE X
VOTING

The members of the Association who are eligible to vote shall be entitled to vote on any amendment to these Articles of Incorporation. Such procedure shall be governed by the Kentucky Non Profit Corporation Acts and any amendments thereto.

ARTICLE XI
DISSOLUTION

The corporation may be dissolved only with the written consent of members holding three-fourths (3/4) of the votes allocated to existing members. The written instrument of dissolution shall be in conformity with the requirements of the laws of the Commonwealth of

THIS INSTRUMENT PREPARED BY:

A handwritten signature in black ink, appearing to read 'Casey Keller', is written over a horizontal line.

CASEY KELLER
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