

**ARTICLES OF INCORPORATION**

**OF**

**THE COUNCIL OF CO-OWNERS FOR**

**TAYLOR HALL CONDOMINIUM ASSOCIATION, INC.**

The undersigned, acting as an incorporator pursuant to KRS 273.161, et.seq., has executed these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation (the "Corporation"), under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

**ARTICLE I**

The name of the Corporation shall be THE COUNCIL OF CO-OWNERS FOR TAYLOR HALL CONDOMINIUM ASSOCIATION, INC.

**ARTICLE II**

**Purposes**

The general purpose of the Corporation is to serve as the entity to be utilized by the "Council of Co-owners" (as defined in the Kentucky Horizontal Property Law, KRS 381.805 to KRS 381.990, as amended) and KRS 381.9101 to KRS 381.9199 (the "Kentucky Condominium Act") for the operation and administration of Taylor Hall Condominiums, a condominium project established in Nelson County, Kentucky, pursuant to the provisions of the Kentucky Horizontal Property Law and the terms of a certain Master Deed (the "Master Deed") recorded in Deed Book 602, Page 68, in the Office of the Clerk of Nelson County, Kentucky, by Miranda Taylor Hall, unmarried, LLC.

**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 of the powers conferred upon a Council of Co-Owners under the provisions of the Kentucky Horizontal Property Law; all of the powers conferred upon the Corporation in the Master Deed for Taylor Hall Condominiums, and all exhibits annexed thereto, as amended from time to time, which documents are recorded as aforesaid in the Office of the Clerk of Nelson County, Kentucky; and, all of the powers necessary, proper, convenient, or desirable in order to fulfill and further the purpose of the Corporation. Notwithstanding any other provision set forth herein, the Corporation shall not; (a) devote any substantial portion of its activities to attempting to influence legislation by propaganda or otherwise; or, (b) directly or indirectly participate or intervene in (including the publication or distribution of statements related to) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV**  
Internal Affairs

The membership of, and specific provisions for regulation of the internal affairs of, the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, include, but shall not be limited to, the following:

- (a) The membership of the Corporation shall be as set forth in Article VII hereof, the Master Deed and the Bylaws of the corporation which shall be adopted by its board of Directors, and the power to alter, amend, modify or repeal said Bylaws, or adopt new Bylaws, shall be as set forth in said Bylaws.
- (b) The affairs of the Corporation shall be managed and conducted by the Board of Directors and such officers as shall be provided by the Bylaws.
- (c) The corporation shall have neither capital stock or stockholders, and no part of the Corporation's net earnings shall inure to the benefit of the incorporator or any officer, director, individual or member of the Corporation, and any gain, profit, net earning or benefit derived by the Corporation shall be devoted exclusively to the purposes set forth in these Articles of Incorporation.
- (d) In all other respects, the internal affairs of the Corporation shall be governed by the provisions set forth in KRS Chapter 273 and applicable provisions of the United States Internal Revenue Code.
- (e) Upon the dissolution or final liquidation of the Corporation, after all of the liabilities and obligations of the Corporation shall have been satisfied and discharged, or adequate reserves or other arrangements have been made for the satisfaction thereof, any remaining assets of the Corporation shall be distributed to one or more organizations, designated by the Board of Directors at that time, to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes for which the Corporation was organized, and which organizations shall be exempt from federal tax under §501(c)(3), §501(c)(4) or §501(c)(7) of the Internal Revenue Code of 1954, as amended, or under corresponding legislation if the Internal Revenue Code of 1954 is not then in effect.

**ARTICLE V**  
Duration

The Corporation is to have perpetual existence.

## ARTICLE VI

### Registered Office and Resident Agent; Principal Office

The street address of the initial registered office of the Corporation in the Commonwealth of Kentucky is 207B South Second Street, Bardstown, Kentucky 40004, and the name of the initial registered agent of the Corporation at such address is Miranda Taylor Hall.

The mailing address of the principal office of the Corporation is 207B South Second Street, Bardstown, Kentucky 40004.

## ARTICLE VII

### Members

All owners of record of units in Taylor Hall Condominiums shall be members of the Corporation, and membership in the Corporation shall be limited to such owners of record of such units. Membership in the Corporation shall terminate when a person is no longer the owner of record of a unit. Subject to the foregoing, admission to and termination of membership and the voting rights of members shall be more particularly governed by the Master Deed for Taylor Hall Condominiums and the Bylaws for the Corporation.

## ARTICLE VIII

### Incorporator

The name and address of the incorporator of the Corporation is Miranda Taylor Hall, 207B South Second Street, Bardstown, Kentucky 40004.

## ARTICLE IX

### Directors

The initial board of directors of the Corporation shall consist of three (3) persons who shall serve until the first annual meeting of the members of the Corporation. The names and addresses of said initial directors are:

<u>Names</u>	<u>Addresses</u>
Miranda Taylor Hall	207B South Second Street Bardstown, KY 40004
Ladonna J. Hall	208 South Second Street Bardstown, Kentucky 40004
Charles Hall	527 Garrison Lane Bloomfield, KY 40008

At the first annual meeting of the members of the Corporation, two (2) members of the board of directors shall be elected. Thereafter, the affairs of the Corporation shall be conducted by a board of directors of not less than two (2) persons nor more than the number of persons specified in the Bylaws for the Corporation.

#### **ARTICLE X**

##### **Limitation of Director Liability**

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.

#### **ARTICLE XI**

##### **Indemnification**

Each person who is or was a director, trustee, officer, or incorporator of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a director, trustee, incorporator, or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director, trustee, officer, incorporator or employee or arising out of such person's status as a director, trustee, officer, incorporator or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Commonwealth of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the person indemnified may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such persons against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such persons against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this Article, but it shall not be obligated

to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

IN WITNESS WHEREOF, the Incorporator has signed triplicate originals of these Articles of Incorporation on this the 20<sup>th</sup> day of June, 2024.

INCORPORATOR

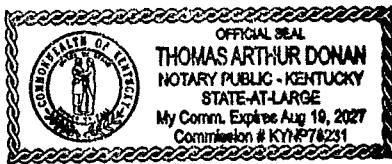
Miranda Taylor Hall  
Miranda Taylor Hall

STATE OF KENTUCKY

COUNTY OF NELSON

I, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation were this day produced before me in the State and County aforesaid, and were signed and acknowledged by Miranda Taylor Hall as incorporator thereof, to be her free and voluntary deed.

Witness my hand this 20<sup>th</sup> day of June, 2024.



Thomas A. Donan

NOTARY PUBLIC

Kentucky, State at Large

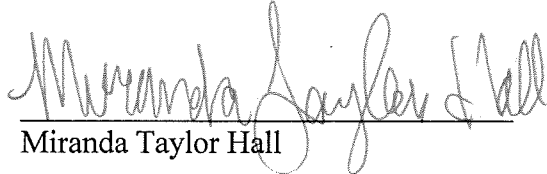
NP# 76231

My commission expires 8/19/2027


**CONSENT OF INITIAL AGENT FOR SERVICE OF PROCESS**

I, Miranda Taylor Hall, 207B South Second Street, Bardstown, Kentucky, hereby agree and consent to serve as the registered office and agent for service of process for THE COUNCIL OF CO-OWNERS FOR TAYLOR HALL CONDOMINIUM ASSOCIATION, INC.

Dated this 20<sup>th</sup> day of June, 2024.

  
Miranda Taylor Hall

This Instrument Prepared By:

  
THOMAS A. DONAN  
ATTORNEY AT LAW  
205 East Stephen Foster Avenue  
P.O. Box 307  
Bardstown, KY 40004