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**Michael G. Adams**  
**Kentucky Secretary of State**  
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9/8/2023 8:27 AM  
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION  
OF  
EAGLE LANDING SUBDIVISION HOMEOWNERS' ASSOCIATION, INC.**

The undersigned does hereby declare and affirm the intent and purpose of forming a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky and do hereby adopt Articles of Incorporation as follows:

**ARTICLE ONE  
NAME**

The name of the Corporation shall be: EAGLE LANDING SUBDIVISION HOMEOWNERS' ASSOCIATION, INC.

**ARTICLE TWO  
DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE THREE  
NONPROFIT STATUS**

This Corporation is organized as a nonprofit corporation under the applicable provisions of Chapter 273 of the Kentucky Revised Statute otherwise known as the Kentucky Nonprofit Corporation Act. This Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to its members, directors, or officers except as permitted by applicable law.

**ARTICLE FOUR  
PURPOSE AND POWERS**

A. The Corporation is organized to function as the homeowners association for a subdivision regime known as "Eagle Landing Subdivision."

B. In furtherance of the general purposes contained in paragraph A, the Corporation shall receive, hold, handle, administer, invest, and reinvest money and property of all kinds received by assessments of members of the Association, or otherwise known as the "Eagle Landing Subdivision," as prescribed under the Declaration of Covenants, Conditions, Restrictions and Easements for Eagle Landing Subdivision which governs same, which regime is located off of Eagle Point Drive, in Grand Rivers, Livingston County, Kentucky.

**ARTICLE FIVE  
DIRECTORS**

The Corporation shall be governed by its Board of Directors. The initial Board of Directors shall originally be comprised of three (3) members, which numbers may be amended in accordance with the bylaws of the Corporation. Any change to the number of board members who shall constitute the Board shall not require an amendment to these Articles. The name and addresses of the members of the initial Board of Directors is as follows:

James Mitchell  
7309 Benton Road  
Paducah, KY 42003

Donald W. Travis  
5045 Gilbertsville Highway  
Calvert City, KY 42029

Courtney Mitchell  
7309 Benton Road  
Paducah, KY 42003

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation is located at 555 Jefferson Street, Suite 301, Paducah, Kentucky 42001, and its registered agent at such address is Lisa H. Emmons.

**ARTICLE SEVEN  
INCORPORATOR**

The incorporator of the Corporation is Lisa H. Emmons, and her address is 555 Jefferson Street, Suite 301, P. O. Box 969, Paducah, Kentucky 42002-0969.

**ARTICLE EIGHT  
PRINCIPAL OFFICE**

The mailing address of the Corporation's principal office is 7309 Benton Road, Paducah, Kentucky 42003.

**ARTICLE NINE  
CORPORATE EARNINGS AND RESTRICTED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private 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 purposes set forth in Article Four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence the legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE TEN  
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation shall distribute the remaining assets in accordance with KRS 273.303 and KRS 273.307.

**ARTICLE ELEVEN  
INDEMNIFICATION AND INSURANCE**

Each person who is or was a member, director, or officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, 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, or penalties and amounts paid or to be paid in settlement, incurred by such person in such person's capacity as aforesaid; 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 personnel shall have been adjudged liable on the basis that personal or financial benefit was improperly received by such person, or if such person acted in bad faith or through intentional misconduct, or if indemnification shall be prohibited by law. Such right of indemnification shall be deemed to 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.

The indemnification herein provided shall not be deemed exclusive of any rights to which directors, officers, or employees of the Association may be entitled under any statute, agreement, or action of the Board of Directors of the Association, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or employee of the Association, and shall inure to the benefit of the heirs, executors, and administrators of such person.

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director or officer, against any liability asserted against him or her or incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Association would have the power or be obligated to indemnify him or her against such liability under the provisions of this Article or the laws of the Commonwealth of Kentucky.

**ARTICLE TWELVE  
TAX EXEMPT STATUS**

It is intended that this Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under the Internal Revenue Code of 1954. All terms and provisions of these Articles and the Code of Regulations of the Corporation, and all operations of the Corporation, shall be construed, and applied and carried out in accordance with such intent.

IN WITNESS WHEREOF, the undersigned being the person hereinabove named as the Incorporator of the Corporation has executed these Articles of Incorporation this 7th day of September, 2023.

\_\_\_\_\_  
Lisa H. Emmons, Incorporator

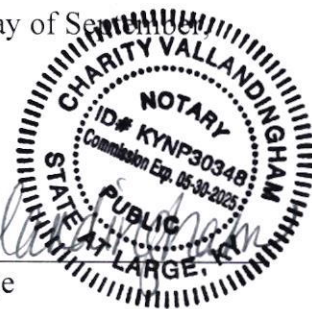
STATE OF KENTUCKY )

COUNTY OF MCCRACKEN )

Subscribed, sworn to and acknowledged before me this 7th day of September, 2023, by Lisa H. Emmons.

My commission expires May 30, 2025.

Charity Vallandigham  
Notary Public, State at Large



STATEMENT OF INITIAL REGISTERED AGENT

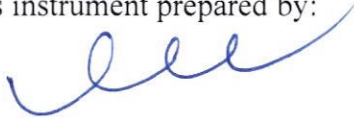
The undersigned, Lisa H. Emmons, hereby consents to serve as the initial registered agent for Eagle Landing Subdivision Homeowners' Association, Inc., a nonprofit corporation formed under the laws of the Commonwealth of Kentucky.



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Lisa H. Emmons

This instrument prepared by:



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LISA H. EMMONS  
DENTON LAW FIRM, PLLC  
P. O. Box 969  
Paducah, KY 42002-0969  
248390