

**ARTICLES OF INCORPORATION  
OF  
THE WOODS AT LANDHERR  
HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator executes 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, KRS 273.161 et seq., in accordance with the following provisions:

**ARTICLE I  
Corporate Name**

The name of the Corporation shall be THE WOODS AT LANDHERR HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II  
Duration**

The Corporation's duration shall be perpetual.

**ARTICLE III  
Definitions**

As used in these Articles of Incorporation, the following terms shall have the following meanings:

- (a) "Developer" shall mean Landherr Investments, LLC, a Kentucky limited liability company, and shall include any person, corporation or association to which it may expressly assign its rights, or any of them, from time to time, under these Articles of Incorporation.
- (b) "The Woods at Landherr Subdivision" or "Subdivision" shall mean the residential subdivision known as The Woods at Landherr developed on a part of the property acquired by Developer by deed of record in Deed Book 11255, Page 695 in the office of the Clerk of Jefferson County, Kentucky. The Corporation shall only control that portion of the Subdivision as is specifically designated (whether in the Declaration of Restrictions or otherwise) as being under the control of the Homeowners Association, and shall exclude such portions of the development as are excluded by the Developer from being subject to the Homeowners Association.
- (c) "Declaration of Restrictions" shall mean any Declaration of Covenants, Conditions and Restrictions, as amended from time to time, affecting any portion of The Woods at Landherr Subdivision.

- (d) "Lot" shall mean any subdivided lot or similar property that comprises a part of the Subdivision, excluding, however, open spaces as shown on the record plat for the Subdivision.
- (e) "Lot Owner" or "Owner" shall mean the owner of owners of any Lot in the Subdivision, which is a member of the Corporation pursuant to any Declaration of Restrictions.

#### **ARTICLE IV**

##### **Purposes**

The Corporation is organized under the Kentucky Nonprofit Corporation Act, and the purposes and objects for which the Corporation is formed are as follows:

- (a) To promote the social welfare and serve the common good and general welfare of the members of the Corporation and to construct, operate, maintain and repair any common structure, facility way or ground, whether owned by the Corporation or not, within The Woods at Landherr Subdivision; and
- (b) To perform all duties of the Corporation as set forth in the Declaration of Restrictions.

Notwithstanding the generality of the foregoing, the Corporation shall not (1) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, or (2) directly or indirectly participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE V**

##### **Powers**

In addition to all other powers the Corporation may have pursuant to the Kentucky Nonprofit Corporation Act, the Corporation shall, subject to the terms of the Declaration of Restrictions, have the powers to:

- (a) Exercise and enforce any right, power or privilege assigned to it under the Declaration of Restrictions;
- (b) Assess, levy and collect assessments against each Lot and against members of the Corporation as provided in the Declaration of Restrictions;
- (c) Exercise all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

**ARTICLE VI**  
**Internal Affairs**

Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

- (a) The membership of the Corporation shall consist of the members designated from time to time in the Declaration of Restrictions, and such members shall be classified as follows:
  - (1) Class A membership shall consist of all members other than Developer; provided, however, the Developer shall be a Class A member to the extent it owns any Lot(s) after the Class B membership ceases and is converted to Class A membership as provided below. Subject to subparagraph (c) below, each Class A member shall be entitled to one vote for each Lot owned by such member.
  - (2) Class B membership shall consist of Developer. The Class B member shall be entitled to one hundred (100) votes.
- (b) The Class B membership shall cease and be converted to Class A membership on the happening of any of the events specified in Subparagraph (c) hereinbelow, whichever occurs earlier.
- (c) Notwithstanding anything herein to the contrary, Class A members shall not be permitted to exercise any vote until the earlier of the following events, whichever occurs earlier:
  - (i) December 31, 2033; or
  - (ii) When Developer, in its sole discretion, so determines in writing.
- (d) Nothing in these Articles of Incorporation shall limit the right of Developer to alter in any way its plans for the development of sections of The Woods at Landherr Subdivision at any time and from time to time.
- (e) No part of the Corporation's net earnings shall inure to the benefit of any individual or any member of the Corporation.
- (f) Upon the dissolution or final liquidation of the Corporation 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 of the Corporation. Each of such organizations shall operate to be exempt from federal tax under §501(c)(3), §501(c)(4) or §501(c)(7) of the

Internal Revenue Code of 1986, as amended, or under corresponding legislation if the Internal Revenue Code of 1986, as amended, is not then in effect.

**ARTICLE VII**  
**Registered Office and Agent**

The address of the Corporation's initial registered office shall be 12488 LaGrange Road, Louisville, Kentucky 40245, and the name of its initial registered agent at such address shall be Brian A. Thieneman.

**ARTICLE VIII**  
**Principal Office**

The mailing address of the Corporation's principal office shall be 12488 LaGrange Road, Louisville, Kentucky 40245.

**ARTICLE IX**  
**Board of Directors**

The business and affairs of the corporation shall be governed by a board of directors consisting of not less than three (3) members, the exact number to be set in the bylaws. The members of the initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualified. The bylaws shall set forth the manner of electing directors. Initially, the board of directors shall consist of three (3) members. The names and mailing addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Thieneman, Jr.	12488 LaGrange Road Louisville, Kentucky 40245
Brian A. Thieneman	12488 LaGrange Road Louisville, Kentucky 40245
Patricia Thieneman Seitz	12488 LaGrange Road Louisville, Kentucky 40245

**ARTICLE X**  
**Limitation of Liability**

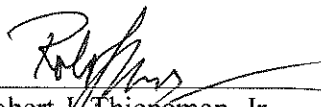
No director of the corporation shall be personally liable to the corporation or its members for monetary damages for a breach of his duties as a director except for liability: (1) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation; (2) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (3) for any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes now provide or are hereafter amended 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 so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. This Article X shall continue to be applicable with respect to any breach of duties by a director of the corporation as a director notwithstanding that such person thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

**ARTICLE XI**  
**Incorporator**

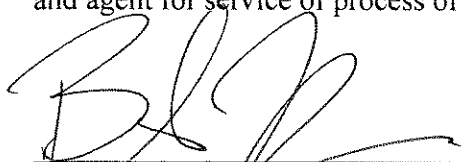
The name and address of the sole incorporator is Robert J. Thieneman, Jr., 12488 LaGrange Road, Louisville, Kentucky 40245

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation this 22<sup>nd</sup> day of May, 2019.

  
\_\_\_\_\_  
Robert J. Thieneman, Jr.

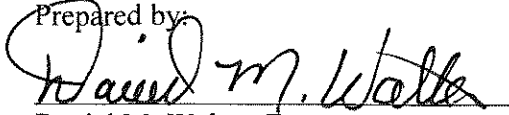
**Consent of Registered Agent**

The undersigned, Brian A. Thieneman, having a principal place of business of 12488 LaGrange Road, Louisville, Kentucky 40245, hereby agrees and consents to serve as registered office and agent for service of process of The Woods at Landherr Homeowners Association, Inc.

  
\_\_\_\_\_  
Brian A. Thieneman, Registered Agent

5/22/19  
\_\_\_\_\_  
Date

Prepared by:

A handwritten signature in cursive script, reading "Daniel M. Walter", written over a horizontal line.

Daniel M. Walter, Esq.  
Ackerson & Yann, PLLC  
734 W. Main Street, Suite 200  
Louisville, Kentucky 40202  
(502) 583-7400