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ADD**Michael G. Adams**
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF
JESSAMINE CREEK HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a nonprofit corporation under the KRS Chapter 273, the Kentucky Nonprofit Corporation Acts (the "Act"), adopts the following Articles of Incorporation for such corporation.

ARTICLE I – NAME

The name of the Corporation shall be Jessamine Creek Homeowners Association, Inc. (the "Corporation").

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 respective meanings set forth below:

- (a) "Declarant" shall mean SGM FARM LLC, a Kentucky limited liability company, and shall include any person, corporation, association, or other entity to which it may expressly assign its rights, or any of them, from time to time, under these Articles of Incorporation and/or the declaration (as hereinafter defined).
- (b) "Declarant Control Period" shall mean the period of time in which Declarant, including Declarant's successors or assigns, is entitled to appoint and/or remove members of the Board or otherwise manage the Association, as further delineated herein and in the Declaration.
- (c) "Declaration" shall mean that certain Declaration of Covenants, Conditions, Reservations, Easements, and Restrictions for Jessamine Creek Crossing, dated October 25, 2023, and executed by Declarant and placed of record in Deed Book 865, Page 392, in the Jessamine County Clerk's office, Kentucky, as amended and /or supplemented from time to time, and any other such declaration of covenants, conditions, reservations, easements, and restrictions designated by Declarant.
- (d) "Subdivision" shall mean that certain real property designated by Declarant and more commonly known as Jessamine Creek Crossing Subdivision, consisting of 40 lots and residual acreage, as evidenced by a subdivision plat recorded by Declarant in Plat Cabinet 12, Slides 281-283 in the aforesaid Clerk's Office, and any other sections of Jessamine Creek Crossings Subdivision designated by Declarant from time to time.
- (e) "Lot" shall mean each single-family residential lot within Subdivision, the owner of which is a Member of the Corporation pursuant to any Declaration.

Further, pursuant to the Planned Community Act (KRS 381.785-381.801), blanks in these articles may be filled in by a Director or agent of the Corporation as needed, due to the dates, recording information, etc. being unascertainable at the time of formation.

ARTICLE IV – PURPOSE AND POWERS

The purposes for which the Corporation is organized include:

- (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 Subdivision, and further to perform the maintenance and repair of the streets, medians, open space, or common areas (which shall include any recreational facilities built within the Development or for all Lot owners of the Development's enjoyment and use, but shall not include the Residual Tracts unless specifically agreed to by owner of same), crosswalks, storm drains, basins, fences, street lights, and entrances as may or may not be shown on the applicable plats, and acceptance of a common area for purposes of operation, maintenance, and repair.
- (b) To provide and render the services (as such terms are defined in the Declaration), and to perform such other duties and to exercise such other rights or privileges granted to the Corporation in, and to enforce, the Declaration;
- (c) To assess, levy, and collect the Annual Assessments and Special Assessments against each Lot and the Members of the Corporation, under and as defined in the Declaration; and
- (d) To transact any and all lawful business for which corporations may be incorporated under the Act, and to exercise any and all powers that corporations may now or hereafter exercise under the Act.

Notwithstanding the generality of the foregoing, the Corporation shall not (i) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, or (ii) directly or indirectly participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. No part of the Corporation's net earnings shall inure to the benefit of any individual Member.

ARTICLE V – REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1151 Jessamine Station Pike, Nicholasville, KY 40356, and the name of its initial registered agent at such address is Shawn Murphy.

ARTICLE VI – PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is 1151 Jessamine Station Pike, Nicholasville, KY 40356.

ARTICLE VII – MEMBERSHIP

The membership of the Corporation shall consist of the members ("Members," or individually, a "Member") designated from time to time by Declarant in a Declaration; provided, that any person or entity holding an interest in a Lot as security for the performance of an obligation shall not be a Member or entitled to membership in the Corporation.

ARTICLE VIII – CLASSES OF MEMBERSHIP

The Members of the Corporation shall be classified as follows:

- (a) Class A membership shall consist of all Members other than Declarant.
- (b) Class B membership shall consist of Declarant.

ARTICLE IX – VOTING

Each member of the Corporation shall have one (1) vote in respect of each Lot owned by such Member; provided, that the Class A Members of the Corporation shall not be entitled to exercise any vote with respect to the Corporation until the earlier of:

- a. when Declarant or an affiliated entity no longer owns any individual Lot or Residual Tract; or
 - b. when, in its sole discretion, Declarant determines the Declarant Control Period to end.
- Upon the occurrence of (a) or (b) above, the Class B Membership shall automatically cease and be converted to Class A Membership, which shall thereafter be the sole voting membership of the Corporation.

ARTICLE X – FUTURE DEVELOPMENT

Nothing in these Articles of Incorporation shall limit the right of the Declarant to alter in any way and at any time the plans for the development of Subdivision, or prevent the addition or removal by Declarant from time to time of property and future sections to or from the Subdivision.

ARTICLE XI – BOARD OF DIRECTORS; INITIAL DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of directors shall be fixed by, or in accordance with, the Bylaws of the Corporation. These Articles are not required to be amended to change the number of Directors on the Board of Corporation.

The number of directors constituting the initial Board of Directors is three (3), and the names and mailing addresses of each such person who is to serve as an initial director is as follows, each such person to hold office until their successors are fully elected and qualified:

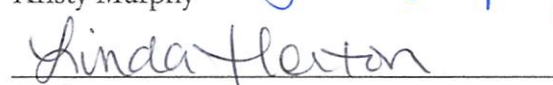
Shawn Murphy: 1151 Jessamine Station Rd
Nicholasville, KY 40356

Kristy Murphy: 1151 Jessamine Station Rd
Nicholasville, KY 40356

Linda Horton: 1425 Short Shun Rd.
Nicholasville, KY 40356


Shawn Murphy


Kristy Murphy

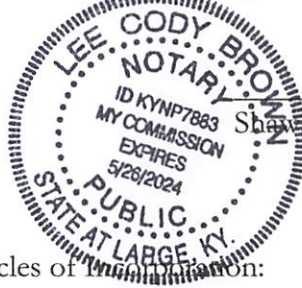

Linda Horton

ARTICLE XII – INCORPORATOR

Shawn Murphy, whose mailing address is 1151 Jessamine Station Pike, Nicholasville, KY 40356 is the sole incorporator of the Corporation. The Corporation shall indemnify every officer, director, or committee member against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon such officer, director, or committee member in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having an officer, director, or committee member. The officers, directors, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such officers or directors may also be Members of the Corporation), and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, or committee member, or former officer, director, or committee member may be entitled.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 25th day of October 2023.

Lee Cody Brown
10-25-23



Shawn Murphy
Shawn Murphy

Registered Agent's Consent to Articles of Incorporation:

Shawn Murphy
Shawn Murphy

Lee Cody Brown
10-25-23



Prepared By:

Justin Manning
Justin Manning, Attorney
Arvin & Manning, PLLC
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