

ARTICLES OF INCORPORATION
OF
SIMPSONVILLE COMMONS ASSOCIATION, INC.

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Michael G. Adams Kentucky Secretary of State Received and Filed: 12/8/2023 4:24 PM Fee Receipt: \$8.00	

The undersigned Incorporator signs these Articles of Incorporation for the purpose of forming a non-profit corporation under Chapter 273 of the Kentucky Revised Statutes.

ARTICLE I – NAME

The name of the Corporation is Simpsonville Commons Association, Inc. (the "**Corporation**").

ARTICLE II – PURPOSES

The Corporation is organized to transact any lawful business for which corporations may be organized under Chapter 273 of the Kentucky Revised Statutes, and to exercise any powers that corporations may exercise under said Chapter 273.

The Corporation is further organized to act as the "Association" for the purposes contemplated by a certain Declaration of Covenants, Conditions and Restrictions to be hereafter recorded in the Office of the Clerk of Shelby County, Kentucky, by Hollenbach-Oakley, LLC as the "Developer" thereunder together with certain real property owners (the "**Declaration**").

ARTICLE III – DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV – MEMBERSHIP

The Corporation shall have no capital stock, and shall have two (2) classes of membership, Class A Members and Class B Members, as contemplated by the Declaration and the Bylaws of the Corporation.

ARTICLE V – REGISTERED OFFICE: REGISTERED AGENT

The address of the initial registered office, and the name of the initial registered agent, of the Corporation is:

Jeff Mosley
12451 Plantside Drive
Louisville, KY 40299

ARTICLE VI – PRINCIPAL OFFICE

The principal office of the Corporation will be located at 12451 Plantside Drive, Louisville, KY 40299.

ARTICLE VII – INCORPORATOR

The name and address of the incorporator of the Corporation is:

Gregory A. Compton, Esq.
Gregory A. Compton, PLLC
P. O. Box 4058
Ormond Beach, FL 32175

ARTICLE VIII – BOARD OF DIRECTORS

The affairs and business of the Corporation shall be conducted by a Board of Directors of not fewer than 3, nor more than 9, persons as shall be fixed by resolution of the Board of Directors from time to time.

ARTICLE IX – INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors shall be 3. The names and addresses of the persons serving as the initial Directors are:

John P. Hollenbach, Sr.	Gregory W. Oakley	Jeff Mosley
12451 Plantside Drive	12451 Plantside Drive	12451 Plantside Drive
Louisville, KY 40299	Louisville, KY 40299	Louisville, Kentucky 40299

Such persons shall serve as Directors in accordance with the Bylaws of the Corporation and as contemplated by the Declaration.

ARTICLE X – NO LIABILITY OF DIRECTORS

The Directors of the Corporation shall not be liable for any debt or obligation of this Corporation solely by reason of being Directors, nor be liable to the Corporation or its members for monetary damages for breach of his or her duties as a Director.

ARTICLE XI - INDEMNIFICATION

Indemnification. The Corporation shall, to the fullest extent permitted by, and in accordance with the provisions of, the Kentucky Nonprofit Corporation Act, indemnify each director, officer and employee of the Corporation against expenses (including reasonable attorney’s fees), judgments, taxes, fines and amounts paid in settlement incurred by such person in connection with, and shall advance expenses (including attorneys’ fees) incurred by such person in defending, any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such person is, or is threatened to be made, a party by reason of the fact that such person is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, manager, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, limited liability company, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the Board of Directors may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized herein.

Non-exclusivity of Indemnification. The indemnification provided for by this Article XI shall not be deemed exclusive of any other rights to which directors, officers or employees of the Corporation may be entitled under any statute, agreement or action of the Board of Directors of the Corporation, or otherwise, and shall continue as to a person who has ceased to be a director, officer or employee of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII – BYLAWS

The Corporation's Board of Directors may adopt and amend Bylaws for the Corporation.

ARTICLE XIII – SEVERABILITY

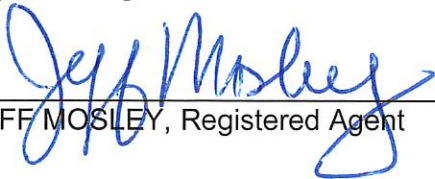
If any provision of these Articles of Incorporation or the application thereof to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end, the provisions of these Articles of Incorporation are severable.

IN WITNESS WHEREOF, said incorporator subscribes his name and acknowledges this to be his act and deed this the 8th day of December, 2023.



GREGORY A. COMPTON, Incorporator

I, Jeff Mosley, consent to serve as the registered agent on behalf of the Corporation.



JEFF MOSLEY, Registered Agent