

ARTICLES OF INCORPORATION
OF

BOONE BLOCK HOMEOWNERS ASSOCIATION, INC.

For the purpose of forming a Kentucky nonprofit corporation under Chapter 273 of the Kentucky Revised Statutes ("KRS"), the undersigned organizer submits the following Articles of Incorporation to the Secretary of State for filing:

ARTICLE I — Name

The name of the nonprofit corporation is Boone Block Homeowners Association, Inc. (the "Corporation")

ARTICLE III — Definitions

As used in these Articles of Incorporation, the following terms shall have the respective meanings set forth below:

- (a) "Developer" shall mean Boone Block, 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.
- (b) "Declaration" shall mean the Supplemental Declaration of Covenants, Restrictions and Easements for Boone Block, LLC, dated July 27, 2015, declared by Developer and of record in Deed Book C5700, Page 311, in the Office of the Clerk of Kenton County Kentucky, as amended or supplemented from time to time, and any other such declaration of covenants, conditions and restrictions designated by Developer.
- (c) "Subdivision" shall mean the real property designated by Developer and more commonly known as Boone Block Subdivision, as evidenced by a subdivision plat recorded by Developer in Plat and Subdivision Book C5692, Page 187, in the Office of the Clerk of Kenton County Kentucky and any other sections of Boone Block Subdivision designated by Developer from time to time.
- (d) "Lot" shall mean each lot with Boone Block Subdivision, the owner of which is a Member of the Corporation.

ARTICLE IV — Purpose and Powers

The purposes for which the Corporation is organized include:

- (a) To promote 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 Boone Block Subdivision.
- (b) To effectuate the covenants, restrictions, and easements set forth in; 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 assessments against each Lot and Members of the Corporation, under and defined in the Declaration or bylaws of the Corporation; and
- (d) To transact any and all lawful business for which corporations may be incorporated under the law, and to exercise any and all powers that corporations may now or hereafter under the law.

Notwithstanding 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

ARTICLE V — Registered Office; Registered Agent

The street address of the initial registered office of the Corporation is 118 W. 5th Street, Covington, KY 41011, and the name of its initial registered agent is Anthony Kreutzjans.

ARTICLE VI — Principal Office

The mailing address of the Corporation is 118 W. 5th Street, Covington, KY 41011.

ARTICLE VII — Membership

Membership of the Corporation shall consist of the members (“Members”, or individually, a “Member”) designated from time to time by these Articles of Incorporation or the bylaws of the Corporation. All Lot owners shall be Members and such membership shall not be separated from ownership of the Lot. Further, 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 IV — Voting

Each Member of the Corporation shall have one (1) vote in respect of each Lot owned by such Member.

ARTICLE X — Future Development

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

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. Directors must be Members of the Corporation.

The number of directors constituting the initial Board of Directors is four (4). Each such person to hold office until their successors are duly elected and qualified. The names and mailing addresses of each person who is to serve as an initial director is as follows:

Chris Hudepohl, President
406 Scott
Covington, KY 41011

Matt Wortman, Secretary
420 Scott
Covington, KY 41011

Braley Millin, Vice President
414 Scott
Covington, KY 41011

Chitra Vishwanathan
408 Scott
Covington, KY 41011

ARTICLE XII — Incorporator

Loren VanDyke Wolff, whose mailing address is 28 W. 5th Street, Covington, KY 41011, is the sole incorporator of the Corporation.



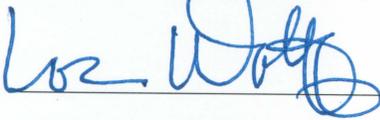
Anthony Kretzjans

2-17-17

Signature of Registered Agent

Print Name

Date



LOREN WOLFF

2-17-17

Signature of Incorporator

Print Name

Date

This Instrument Prepared By:

By:

Loren VanDyke Wolff

Wolff Law Firm, PLLC

28 W. 5th Street

Covington, Kentucky 41011

Telephone: 859-757-4345