

ARTICLES OF INCORPORATION  
OF  
VALENCIA SPRINGS HOMEOWNERS ASSOCIATION, INC.  
A CORPORATION NOT FOR PROFIT

The undersigned acting as incorporator of a corporation organized under and pursuant to Kentucky Revised Statutes Chapter 273, adopt the following Articles of Incorporation for such corporation.

ARTICLE 1

The name of the corporation shall be:

VALENCIA SPRINGS HOMEOWNERS ASSOCIATION, INC., whose address is 12707 Old Henry Road, Louisville, Kentucky 40223.

ARTICLE 2

Purpose

2.1 The purpose for which the Corporation is organized is to provide a non-profit, non-stock membership corporation for the operation of Valencia Springs Homeowners Association (Association), as established and referred to in the various instruments styled as the Declaration of Covenants, Conditions and Restrictions For Valencia Springs Subdivision recorded in the office of the County Clerk of Jefferson County, Kentucky, and shall specifically have the following purposes but not limited thereto:

(a) To establish a corporate residential community property owners' association which will, subject to the covenants and restrictions for the various sections of Silver Creek Subdivision, and as such declarations may from time to time be amended (the "Declarations"), have the specific purposes and powers described below.

(b) To maintain, repair, replace, approve, operate and manage such common and private areas and structures as may be placed under the jurisdiction of this corporation.

(c) To promote the health, safety and welfare of the residents of the residential community to be known as the various sections of Valencia Springs Subdivision.

(d) To enforce the provisions of the Declarations of Covenants, Conditions and Restrictions and By-Laws or Rules and Regulations consistent with such

declarations now existing or hereafter adopted by whatever legal means are available under Kentucky Law.

2.2 The Corporation shall make no distributions of income to its members, directors or officers.

### ARTICLE 3

#### Powers

The powers of the Corporation shall include and be governed by the following provisions:

3.1 The Corporation shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Corporation shall have all of the powers and duties set forth in Kentucky's Non-Profit Corporation Act, as amended, all of the powers and duties reasonably necessary to operate the homeowners association pursuant to the various Declaration of Covenants, Conditions and Restrictions for the sections of Valencia Springs Subdivision, and as same may be amended from time to time, including, but not limited to (unless such obligations, purposes, duties or rights are assumed by any governmental agency or instrumentality having jurisdiction thereof), the following:

a. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments and assessment liens by the Residents Association pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this corporation, including all licenses, taxes or governmental charges levied or imposed against the property of this corporation.

b. To use the proceeds of assessments in the exercise of its other powers and duties.

c. The regular and special construction, maintenance, repair, inspection and protection of the streets, sidewalks, common areas, crosswalks, storm drainage system, basins, together with any structures or appurtenances necessary thereto, as shown on the plats of the various sections of Valencia Springs Subdivision or otherwise, and the acceptance of all common areas for the purposes of operation, maintenance, supervision and repair.

d. To make and amend reasonable regulations respecting the use of the property in the subdivision only insofar as such powers of enforcement are conferred and not in conflict with the various Declarations of Covenants, Conditions and Restrictions of Valencia Springs Subdivision.

e. To enforce by legal means the provisions of the various Declarations of Covenants, Conditions and Restrictions for Valencia Springs, these Articles and the Bylaws of the

Corporation.

f. The Association may enter into a contract with any person, firm, or entity for the operation, maintenance or repair of the Association property, however, any such contracts shall not be in conflict with the powers and duties of the Association or the rights of Lot owners as provided in the Declaration of Covenants, Conditions and Restrictions and these enabling documents.

g. To contract for the management or operation of portions of the common elements susceptible to separate management, operation, maintenance, supervision and repair.

h. To employ personnel to perform the services required for proper operation of the Association.

i. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain and convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of this corporation in the manner provided by these Articles.

j. To purchase such insurance as the Board of Directors may deem necessary for this Corporation.

3.3 All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the various Declarations of Covenants, Conditions and Restrictions for Valencia Springs, these Articles and Bylaws.

3.4 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the various Declarations of Covenants, Conditions and Restrictions of Valencia Springs.

#### ARTICLE 4

##### Members

4.1 The members of the Corporation shall consist of two (2) classes of voting members as set forth in the various Declarations of Covenants, Conditions and Restrictions for the sections of Valencia Springs.

4.2 Change of membership in the Corporation shall be established by recording in the Public Records of Jefferson County, Kentucky, a deed or other instrument establishing a record title to a Lot in the Subdivision and the delivery to the Corporation of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to Lot ownership.

## ARTICLE 5

### Directors

5.1 The affairs of the Corporation will be managed by the number of directors determined by the Bylaws, but not less than three directors, nor more than five directors, and in the absence of such determination, shall consist of three directors. Directors shall be members of the Corporation.

5.2 Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

- |    |  |  |
|----|--|--|
| 1) | Terry Faley<br>12707 Old Henry Road<br>Louisville, KY 40223    | 2) Susan Hicks<br>12707 Old Henry Road<br>Louisville, KY 40223 |
| 3) | Stephen T. Cox<br>12707 Old Henry Road<br>Louisville, KY 40223 |  |

## ARTICLE 6

### Officers

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The name and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

President -	Stephen T. Cox
Vice President -	Susan Hicks
Secretary -	Terry Faley
Treasurer -	Stephen T. Cox

## ARTICLE 7

### Indemnification

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE 8

### Bylaws

The first Bylaws of the Corporation shall be adopted by the Developer of Valencia Springs and may be altered, amended or rescinded by the manner provided by the Bylaws.

## ARTICLE 9

### Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 Such approvals must be by not less than 51% of the entire membership of the Board of Directors and by not less than 51% of the votes of the membership entitled to vote at the meeting.

## ARTICLE 10

### Term

The term of the corporation shall be perpetual, other than as provided in Article 11.

## ARTICLE 11

### Dissolution

This corporation may be dissolved with the assent given in writing and signed by members representing not less than two-thirds of the votes entitled to be cast as set out in the various Declarations of Covenants, Conditions and Restrictions of the sections of Valencia Springs Subdivision. Upon dissolution of this corporation, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this corporation.

## ARTICLE 12

### Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, are financially interested, shall be either void or voidable because of such relationship or interest or because such director or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, committee or members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE 13

Subscribers

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Moira Cox	12707 Old Henry Road Louisville, Kentucky 40223

ARTICLE 14

Registered Office and Registered Agent

The registered office within the State of Kentucky is as follows:

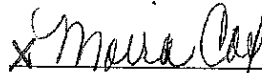
12707 Old Henry Road  
Louisville, Kentucky 40223

The registered agent for service of process within the State of Kentucky is as follows:

Moira Cox

I, Moira Cox agreed to serve as the registered agent for service of process and as incorporator.

IN WITNESS WHEREOF, the incorporator and agent for process has affixed their signatures this 14<sup>th</sup> day of February, 2018.

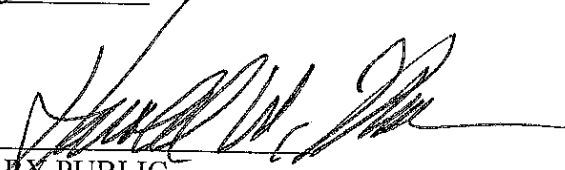
  
\_\_\_\_\_  
Moira Cox

STATE OF KENTUCKY)  
  ) SS  
COUNTY OF JEFFERSON )

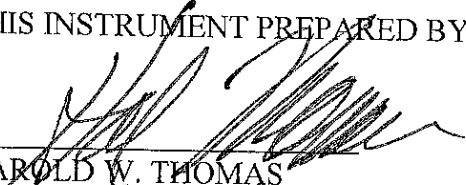
I, the undersigned a Notary Public for the Commonwealth of Kentucky, at large, do hereby certify that on this day the foregoing Articles of Incorporation of Valencia Springs Homeowners Association, Inc. were produced before me and were signed, acknowledged and delivered by Moira Cox, the Incorporator and Agent For Process hereof, to be their free act and deed.

IN TESTIMONY WHEREOF, I have hereto set my name and affixed my seal of office, this 14<sup>th</sup> day of February, 2018.

My commission expires: 8-2-18

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF KENTUCKY AT LARGE

THIS INSTRUMENT PREPARED BY:

  
\_\_\_\_\_  
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