

**ARTICLES OF INCORPORATION**

**OF**

**VILLAGES AT NEWBRIDGE PROPERTY OWNERS ASSOCIATION, INC.**

**WE, THE UNDERSIGNED**, having associated for the purpose of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes (KRS), hereby certify as follows:

**ARTICLE I**

The name of the Corporation shall be the Villages at Newbridge Property Owners Association, Inc.

**ARTICLE II**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

The address of the registered office of the Corporation is:  
9605 Williamsborough Lane, Louisville, Kentucky 40291

The name of the initial registered agent located at such address is:

Robert Bihl

The principal office of the Corporation is located at:  
9605 Williamsborough Lane, Louisville, Kentucky 40291

Other places of business in said city or elsewhere may be designated by resolution of the Board of Directors.

**ARTICLE IV**

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

- (a) "Declaration" shall mean that certain Declaration of Covenants, Conditions and Restrictions for The Villages at Newbridge, dated April 28, 1998, and of record in Deed

Book 7049, Page 0862, in the Office of the Clerk of Jefferson County, Kentucky as amended or supplemented from time to time, and any other such declaration of covenants conditions and restrictions affecting any portion of The Villages at Newbridge.

- (b) "Subdivision" shall mean that certain real property known as The Villages at Newbridge, consisting of lots 1 through 68 inclusive as shown on the subdivision plat of record in Plat and Subdivision Book 44, Page 33 in the Office of the Clerk of Jefferson County, Kentucky and any other sections of The Villages at Newbridge.
- (c) "Lot" shall mean each single family residential lot within the Subdivision, the owner of which is a Member of the Corporation pursuant to any Declaration.

#### ARTICLE IV

In carrying out its corporate purposes, the Corporation shall have all the powers allowed to nonprofit, non-stock corporations by KRS Chapter 273. 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;
- (b) Unless otherwise assumed by any municipal or governmental agency having jurisdiction thereof, the maintenance and repair of the streets, median, open spaces and common areas, crosswalks, gatehouses, irrigation systems, storm drains, retention and other basins, lakes, streams, fences, street lights and entrances as may be shown on the aforesaid subdivision plat and acceptance of common area for purposes of operation, maintenance and repair;
- (c) To maintain the lots of said subdivision plat designated as open space in such fashion as not to create a potential or actual health or safety hazard;
- (d) 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;
- (e) 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

- (f) To transact any and all lawful business for which nonprofit, non-stock corporations may be incorporated under the laws of the Commonwealth of Kentucky, and to exercise any and all powers that such corporations may now or hereafter exercise under such laws.

#### ARTICLE V

The Corporation shall be irrevocably dedicated to and operated exclusively for non-profit purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

#### ARTICLE VI

The membership of the Corporation shall consist of the members ("Members", or individually, a "Member") designated from time to time in the 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 VII

The names and addresses of the incorporators are:

Robert Bihr	9605 Williamsborough Lane Louisville, Kentucky 40291
Patricia Bridgewater	9613 Williamsborough Lane Louisville, Kentucky 40291
Ron Scott	9607 Williamsborough Lane Louisville, Kentucky 40291

#### ARTICLE VIII

The initial Board of Directors shall consist of three (3) Directors. The names and addresses of the members of the initial Board of Directors are:

Robert Bihr	9605 Williamsborough Lane Louisville, Kentucky 40291
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Patricia Bridgewater

9613 Williamsborough Lane  
Louisville, Kentucky 40291

Ron Scott

9607 Williamsborough Lane  
Louisville, Kentucky 40291

**ARTICLE IX**

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws.

Any director may be removed for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

**ARTICLE X**

a) The directors, officers, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation. The Corporation may make any indemnification permitted by law as authorized by its Articles of Incorporation, its By-laws, or by a resolution adopted by the Corporation's Board of Directors.

b) Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his/her duties as a director unless such act, omission or breach:

- 1) concerned or concerns a transaction in which the director's personal financial interest was or is in conflict with the financial interests of the Corporation;
- 2) was not in good faith or involved or involves intentional misconduct on the part of the director;
- 3) was known by the director to be a violation of law; or
- 4) resulted in an improper personal benefit to the director.


**ARTICLE XI**

Any director or officer or former director or officer of the Corporation, may be indemnified by the Corporation against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which s/he is made a party by reason of being or





**This Document Prepared By:**

  
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