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Trey Grayson, Secretary of State  
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**ARTICLES OF INCORPORATION  
OF  
ZORN PLACE HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I - NAME**

The name of the corporation is Zorn Place Homeowners Association, Inc. (the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized to serve as, and assume all of the rights, obligations, assets and liabilities of, the "Council of Co-Owners" of the Zorn Place condominium development ("Zorn Place") as described in and contemplated by the Master Deed and Declaration of Condominium Property Regime of Zorn Place dated June 12, 1979 and recorded in the office of the County Court Clerk of Jefferson County, Kentucky in Deed Book 5096, Page 729, and all subsequent amendments thereto (the "Regime"). The affairs of the Corporation shall be governed in accordance with the Regime, the Bylaws of the Corporation adopted by the Corporation's members (who shall be all of the Unit Owners as that term is used in the Regime) and the Regime Rules of Zorn Place previously adopted by the Co-Council of Zorn Place, as each of the same may be amended from time to time. The Corporation shall not engage, except to an insubstantial degree, in any activity or exercise any power that is not in furtherance of the Regime. The Corporation is intended to qualify as a homeowners association under the applicable provisions of Section 528 of the Internal Revenue Code of 1986 as amended (the "Code"). No part of the net earnings of the Corporation shall inure to the benefit of any private individual, except as expressly allowed by Section 528 of the Code, other than by a rebate of excess assessments or upon the dissolution of the Corporation, all in accordance with the provisions of the Regime.

**ARTICLE III - REGISTERED AGENT**

The street address of the Corporation's initial registered agent and the name of its initial registered agent at that address is: Sarah Ewing, 331 Zorn Place, #9, Louisville, Kentucky 40206-1542.

**ARTICLE IV - PRINCIPAL OFFICE**

The mailing address of the Corporation's principal office is 331 Zorn Place, #9, Louisville, Kentucky 40206-1542.

**ARTICLE V - BOARD OF DIRECTORS**

The number of Directors constituting the Corporation's initial Board of Directors is five (5) and the names and addresses of the persons who are to serve as the initial Directors are as follows:

James Broome, 331 Zorn Place, #1, Louisville, Kentucky 40206-1542  
Mary Hunt, 331 Zorn Place, #7, Louisville, Kentucky 40206-1542  
Sarah Ewing, 331 Zorn Place, #9, Louisville, Kentucky 40206-1542  
Jo Ann Gammon, 331 Zorn Place, #10, Louisville, Kentucky 40206-1542  
Christine Abell, 331 Zorn Place, #8, Louisville, Kentucky 40206-1542

**ARTICLE VI – MEMBERS**

The Corporation shall have members. The identity of the members shall be determined in accordance with the Regime.

**ARTICLE VII – DISSOLUTION**

In the event of the dissolution, liquidation or winding up of the Corporation in accordance with the provisions of the Regime, the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be divided among and distributed to the Corporation's Members in accordance with the Regime to the extent consistent with Section 528 of the Code.


**ARTICLE VIII – INDEMNIFICATION OF DIRECTORS**

No Member of the Corporation or member of the Corporation's Board of Directors shall be liable for monetary damages for breach of his or her duties as a Member or Director, provided that the foregoing shall not eliminate the liability of a Member or Director (a) for acts or omissions in which the Member's or Director's personal financial interest is or was in conflict with the financial interest of the Corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the Member or Director to be a violation of law, or (c) for any transaction from which the Member or Director derived an improper personal benefit.

**ARTICLE IX – INCORPORATOR**

The name and address of the Incorporator are: Jeffrey P. Stodghill, 400 West Market Street, Suite 3200, Louisville, Kentucky 40202-3363.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on the 20<sup>th</sup> of May, 2010.

  
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Jeffrey P. Stodghill, Incorporator  
400 West Market Street, Suite 3200  
Louisville, Kentucky 40202-3363

CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, Sarah Ewing, consents to serve as the Registered Agent of Zorn Place Homeowners Association, Inc.

  
\_\_\_\_\_  
Sarah Ewing

END OF DOCUMENT

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Lodged By: FROST BROWN TODD  
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