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**ARTICLES OF INCORPORATION  
of  
THE WOODS HOMEOWNER'S ASSOCIATION, INC.**

John Y. Brown III  
Secretary of State  
Received and Filed  
11/27/2000 12:58 PM  
Fee Receipt: \$8.00  
Perrine - NAOI

KNOW ALL MEN BY THESE PRESENTS:

That I, Jack Marcum, in order to form a nonprofit corporation for the purposes hereinafter set forth, under and pursuant to the provisions of the statutes of the Commonwealth of Kentucky, do hereby state as follows:

**ARTICLE I**

**Name.** The name of this corporation shall be THE WOODS HOMEOWNER'S ASSOCIATION, INC.

**ARTICLE II**

**Duration.** The period of duration of this corporation shall be perpetual.

**ARTICLE III**

**Definitions.** As used in these Articles of Incorporation the following terms shall have the following meanings:

- (a) "Association" shall refer to The Woods Homeowner's Association, Inc.
- (b) "Developer" shall mean VanMar, Inc., a Kentucky corporation, and shall include any person, corporation or association to which the Developer may expressly assign its rights, or any of them, from time to time.
- (c) "The Woods" shall mean all that real property as shown on the plats of the subdivision of record in Plat Cabinet 16, Slides 13, 14, 15, and 45, and Plat Cabinet 17, Slide 37, all in the office of the Madison County Clerk.
- (d) "Covenants, Conditions and Restrictions" shall mean any restrictions, as amended from time to time, affecting any portion of The Woods.
- (e) "Residential Unit" shall mean each numbered lot located in The Woods, as reflected on the plats of the Subdivision, the owner of which shall be a member of this Association pursuant to the Covenants, Conditions and Restrictions.

- (f) "Subdivision" refers to The Woods.

#### ARTICLE IV

Purposes. The Association is organized for the following purposes and objects:

(a) To promote the social welfare and serve the common good and general welfare of the members of the Association; to take title to, own, operate, maintain, protect and insure the common areas within The Woods; to construct, operate, maintain and repair any common structure, facility, way or ground, whether owned by the corporation or not, within The Woods; to pay the cost of street lights in The Woods; to own and maintain the landscaping at the entrance of The Woods; to own and maintain the islands located at VanMar Drive and Mahogany Drive in The Woods; to own and maintain the guard shack located at the entrance of The Woods; to levy assessments against its members for the purpose of maintaining the beauty of The Woods and meeting the cost of improvements within the subdivision which benefit all the members of the Association, including, but not limited to, payment of the costs related to street lighting, maintaining the landscaping at the entrance, maintaining the islands, and maintaining the guard shack and other commonly-owned areas or improvements; and to do and perform any other lawful act which, according to the members, promotes the betterment of the Association and its members.

(b) Notwithstanding the generality of the foregoing, the corporation shall not (1) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or (2) directly or indirectly participate in, intervene in (including the publishing or distributing of statements) any political campaign on behalf or in opposition to any candidate for public office.

#### ARTICLE V

Powers. In addition to all other powers the corporation may have pursuant to the Kentucky Nonprofit Corporation Act, the corporation shall have the powers to:

- (a) Exercise and enforce any right or privilege assigned to it under any Covenants, Conditions and Restrictions or by the Developer of The Woods;
- (b) Assess, levy and collect assessments against each Residential Unit and

against members of the Association, as provided in any Covenants, Conditions and Restrictions; and

(c) Perform those acts consistent with the purposes for which the Association is formed, as set forth herein.

#### ARTICLE VI

Internal Affairs. The internal affairs of the Association shall be regulated as follows:

(a) The membership in the Association shall consist only of owners of Residential Units. All members of the Association shall be of one class only. The Developer of The Woods shall be a member of the Association so long as it retains ownership of any lot or lots.

(b) Nothing in these Articles of Incorporation shall limit the right of Developer to alter in any way its plans for the development of The Woods at any time and from time to time.

(c) No part of the Association's net earnings shall inure to the benefit of any individual or any member of the Association, but shall instead benefit all the members, as a whole.

(d) Upon the dissolution or final liquidation of the Association, any remaining assets of the Association shall be distributed to one or more organizations who are then exempt from federal taxation under Section 501(c)(3), Section 501(c)(4) or Section 501(c)(7) of the Internal Revenue Code, as amended, as determined by the Board of Directors.

#### ARTICLE VII

The address of the corporation's initial registered office is 112 Jack's Trace, Richmond, Kentucky 40475; and the name of its initial registered agent at said address is Jack Marcum. The principal office of the corporation is 112 Jack's Trace, Richmond, Kentucky 40475.

#### ARTICLE VIII

The number of directors constituting the initial Board of directors shall be three

(3) and the name and address of such person who shall serve as director until the first annual meeting of the membership or until successors be elected and qualify are as follows:

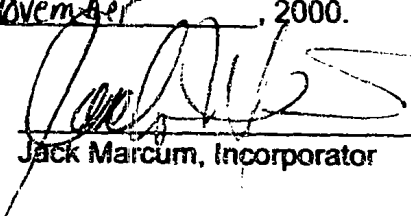
| NAME          | ADDRESS                                           |
|---------------|---------------------------------------------------|
| Jack Marcum   | 112 Jacks Trace<br>Richmond, Kentucky 40475       |
| Yvette Marcum | 112 Jacks Trace<br>Richmond, Kentucky 40475       |
| Paul Marshall | 3017 Woodfield Circle<br>Richmond, Kentucky 40475 |

The number of directors who shall serve shall be determined by the membership at their first annual meeting for the ensuing year; and the number of directors who shall serve shall be no less than three (3) nor more than nine (9).

#### ARTICLE IX

The name and residence address of the sole incorporator of the corporation is Jack Marcum, 112 Jacks Trace, Richmond, Kentucky 40475.

IN WITNESS WHEREOF, the signature of the incorporator has been subscribed hereto on this the 9<sup>th</sup> day of November, 2000.

  
\_\_\_\_\_  
Jack Marcum, Incorporator

STATE OF KENTUCKY  
SCT  
COUNTY OF MADISON

Before me, a Notary Public in and for the county and state aforesaid, personally appeared Jack Marcum, who being first duly sworn by me, signed and acknowledged these ARTICLES OF INCORPORATION for the purposes herein contained and expressed and declared that the statements herein contained to be true.

IN TESTIMONY WHEREOF, I have hereunto affixed my hand on this the 21<sup>st</sup>  
day of November, 2000.

Nora J. Shepherd  
Notary Public, Kentucky State at Large

My Commission Expires: 12 / 20 / 03

PREPARED BY:

SWORD, FLOYD & MOODY

By: Nora J. Shepherd  
Nora J. Shepherd

ADDRESS: 218 West Main Street  
P. O. Box 300  
Richmond, Kentucky 40476-0300  
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OF COUNSEL  
JOHN D. SWORD  
RETIRED

SALEM MOODY  
1906-1982

November 13, 2000

Secretary of State  
Corporate Division  
P. O. Box 718  
Frankfort, Kentucky 40602-0718

Re: ARTICLES OF INCORPORATION OF  
THE WOODS HOMEOWNER'S ASSOCIATION, INC.

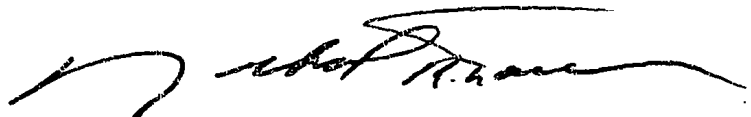
Dear Sir or Madam:

Enclosed please find three (3) copies of the Articles of Incorporation for the above-referenced non-profit corporation, which we request you file in your office. Please return the stamped copies to my attention so that same may be filed with the Madison County Clerk. Our check in the amount of \$8.00 is enclosed to cover your fee for this service.

Should you require anything further, please do not hesitate to contact me.

Sincerely,

SWORD, FLOYD & MOODY, PLLC



Michael R. Eaves

MRE/bh  
Enclosures