

ARTICLES OF INCORPORATION
OF
MASTERSON STATION
NEIGHBORHOOD ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, Glenn A. Hoskins, of Lexington, Fayette County, Kentucky, does hereby form a non-profit, non-stock corporation pursuant to the laws of the Commonwealth of Kentucky.

ARTICLE I

NAME

The name of the corporation shall be **MASTERSON STATION NEIGHBORHOOD ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II

ADDRESS

The principal address of the Association is 2125 Shelton Road, Lexington, Kentucky 40515.

ARTICLE III

PURPOSES

- A. The purposes for which the Association is organized are:
- (i) to be and constitute the Association to which reference is made in the First Addendum to Deed of Restrictions for Masterson Station Subdivision, recorded in the Fayette County Clerk's Office in Lexington, Kentucky, as amended from time to time (the "Restrictions"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified herein, in the By-Laws, and as provided by law;

- (ii) to promote the social welfare and serve the common good and general welfare of the owners of lots in the Masterson Station Subdivision, in Lexington, Kentucky (the "Subdivision"), and unless such obligations are otherwise assumed by a municipal or governmental agency having jurisdiction therefor, to maintain the streets, common areas, crosswalks, storm drains, basins, fences and entrances of the Subdivision, and to accept the common areas of the Subdivision for purposes of operation, maintenance and repair; and
 - (iii) to provide an entity for the furtherance of the interests of the owners in the Subdivision.
- B. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE IV

POWERS

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

- A. The Association shall have all of the common law and statutory powers of a not-for-profit corporation which are not in conflict with the terms of these Articles, and the By-Laws of this Association.
- B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles or the By-Laws, including, without limitation, the following:
 - (i) to fix and to collect assessments or other charges to be levied against the owners of the lots within the Subdivision;
 - (ii) to manage, control, operate, maintain, repair and improve property subjected to the Restrictions or any other property for which the

Association by rule, regulation, or contract has a right or duty to provide such services;

- (iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Restrictions or the Association's By-Laws;
- (iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of lots within the Subdivision;
- (v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right of interest therein for any purpose of the Association;
- (vi) to borrow money for any purpose as may be limited in the By-Laws;
- (vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency public or private;
- (viii) to act as agent, trustee or other representative of other corporations, firms, or individuals and as such to advance the business or ownership interest in such corporation, firms or individuals;
- (ix) to adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; and
- (x) to provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article IV.

ARTICLE V

MEMBERS

A. The Association shall be a membership corporation without certificates of shares of stock.

B. Every person or entity who is the Owner of record of a fee simple or undivided interest in any lot which is subject to the Restrictions shall be a member of the Association and shall be entitled to cast one (1) vote for each lot owned, except there shall be no vote for any lot owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

C. Change of membership in the Association shall be established by recording in the Fayette County Clerk's Office, in Lexington, Kentucky, a deed or other instrument establishing record title to a lot subject to the Restrictions. The owner designated by such instrument thus becomes a member of the Association and the membership of the proper owner is terminated. Written notice shall be delivered to the Association of such change in title.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of his or her lot.

ARTICLE VI

TERM

The Association shall be of a perpetual duration.

ARTICLE VII

DIRECTORS

A. The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

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

1. Thomas S. Haydon
2125 Shelton Road
Lexington, Kentucky 40515
2. Jim Baker
1384 Glenview Drive
Lexington, Kentucky 40514
3. Glenn A. Hoskins
P.O. Box 55254
Lexington, Kentucky 40555

C. The method of election and term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals and committees as it, in its discretion, may determine.

ARTICLE VIII

LIMITATION OF DIRECTOR LIABILITY

The liability of each and all of the directors of the Association shall be and is hereby limited to the greatest extent permitted by law, and no director of the Association shall be liable to the Association or its members for monetary damages for breach of such director's duties as a director except for the following:

- (a) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the Association;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- (c) Any transaction from which the director derived an improper personal benefit.

The exceptions set forth above in Article VIII (a) through Article VIII (c) shall be construed as narrowly as legally permissible. In addition, if the Kentucky Revised Statutes are subsequently amended to authorize or permit Association action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the members of this Association shall not adversely affect

any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE IX

BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted as provided in the Kentucky Revised Statutes; provided, that no amendment shall impair or dilute the rights of the owner of any lot in the Subdivision.

ARTICLE X

INCORPORATIONS

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

Glenn A. Hoskins
P.O. Box 55254
Lexington, Kentucky 40555

ARTICLE XI

REGISTERED AGENT AND OFFICE

The initial registered office of the Association is 2125 Shelton Road, Lexington, Kentucky 40515, and the initial registered agent at such address is Thomas S. Haydon.

Made and effective as of the 30th day of September, 1996.



GLENN A. HOSKINS