

FILED
JEFF. CO., KY

DEC 18 1996

ARTICLES OF INCORPORATION

Rebecca Jackson, Cle

OF

PATIO HOMES AT GLENMARY WEST RESIDENTS ASSOCIATION, INC.

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JEFFERSON COUNTY
KENTUCKY

The undersigned incorporator, hereby forms a nonprofit corporation without capital stock or stockholders under and by virtue of the laws of the Commonwealth of Kentucky, and for that purpose adopts the following Articles of Incorporation:

ARTICLE I

1. Name. The name of the corporation shall be PATIO HOMES AT GLENMARY WEST RESIDENTS ASSOCIATION, INC. hereinafter referred to as the "Corporation."

ARTICLE II

2. Duration. The duration of the corporation shall be perpetual.

ARTICLE III

3. Definitions. The following terms as used in these Articles of Incorporation shall have the following meanings:

(a) "Development" shall mean any and all lots, open space, common area and any and all other property contained within Glenmary West Subdivision Patio Homes Section, commonly known as the PATIO HOMES AT GLENMARY WEST.

(b) "Declaration" shall mean any declaration of easements, covenants, conditions and restrictions as amended from time-to-time, affecting the PATIO HOMES AT GLENMARY WEST, Glenmary West Subdivision.

(c) "Developer" shall mean Glenmary West, LLC, a Kentucky limited liability company, its successors or assigns, which shall include, but shall not be limited to any person, corporation, association or other entity to which it may expressly assign its rights, or any of them, from time-to-time, under these Articles of Incorporation.

(d) "Lot" shall mean any subdivided lot or similar property which comprises a part of the PATIO HOMES AT GLENMARY WEST, Glenmary West Subdivision.

(e) "Lot owner" or "lot-owners-members" shall mean the owner or owners of any Lot in Glenmary West Subdivision, the Patio Homes Section.

ARTICLE IV

4. Purposes. The corporation is organized under the Kentucky Nonprofit Corporation Act and the purposes for which the Corporation is organized are as follows:

(a) To transact any and all lawful business for which nonprofit corporations may be incorporated under the Kentucky Nonprofit Corporation Act, and to exercise any and all powers that nonprofit corporations may now exercise or which may be exercised in the future under the Kentucky Nonprofit Corporation Act.

(b) To acquire, take title to, own, hold in its own name, sell, transfer and convey any property which the Corporation's Board of Directors shall deem necessary or advisable to promote the purposes of the Corporation.

(c) To promote the social welfare and serve the common good and general welfare of the members of the Corporation.

(d) To construct, operate, manage, maintain, repair and control any common area or areas, located within Glenmary West Patio Homes Section, whether owned by the Corporation or not, as contemplated by the Declaration.

(e) To provide for the maintenance, painting and repair of the building exteriors, roofs, streets and walkways, of the property, all lawn and grass mowing and maintenance of all sanitary sewers from the Lot line of any Lot to the Louisville and Jefferson County Metropolitan Sewer District's Sanitary Sewer and Drainage Easement line.

(f) To exercise and enforce, any and all rights, privileges, duties and obligations assigned to or imposed upon, the Corporation under the Declaration as may be amended from time-to-time or under any future declaration or declarations that affect all, or part of, Glenmary West Patio Homes Section, it being acknowledged that the Corporation constitutes an association established by the Developer for the purposes set forth in these Articles of Incorporation and in the Declaration.

(g) To assess, levy and collect the assessments as provided in the Declaration.

(h) Notwithstanding any other provision herein contained, the Corporation shall not have any purpose or object, engage in any activity or exercise any power which is in conflict with any provision contained herein; nor shall the Corporation (i) devote a substantial portion of its activities to attempting to influence legislation by propaganda or otherwise, or (ii) directly or indirectly

participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

5. Powers. The Corporation shall have all of the powers conferred by the Kentucky Nonprofit Corporation Act as enumerated in Chapter 273 of Kentucky Revised Statutes or as enumerated in any successor codification of the laws governing Kentucky Nonprofit Corporations not inconsistent with the applicable provisions of the Internal Revenue Code; and further the corporation shall have (i) any and all powers necessary or appropriate to exercise and enforce any right, privilege or obligation granted to or imposed upon the Corporation by the Declaration; (ii) the power to do any and all things which the Board of Directors of the Corporation may deem consistent with the provisions hereof or the Declaration; and (iii) all other powers required for or incidental to the purposes for which the Corporation is organized not inconsistent with Chapter 273 of Kentucky Revised Statutes or applicable provisions of Internal Revenue Code.

ARTICLE VI

6. Registered and Principal Office and Agent. The address of the registered and principal office of the corporation is 1516 Hepburn Avenue, Lower Level, Louisville, Kentucky 40204, and the name and address of its registered agent is Charles F. Lambert, III, 1516 Hepburn Avenue, Lower Level, Louisville, Kentucky 40204.

ARTICLE VII

7. Directors. The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the initial directors are:

Charles F. Lambert, III
1516 Hepburn Avenue, Lower Level
Louisville, Kentucky 40204

Steve Marrillia
1516 Hepburn Avenue, Lower Level
Louisville, Kentucky 40204

C. Wm. Weyland
1516 Hepburn Avenue, Lower Level
Louisville, Kentucky 40204

ARTICLE VIII

8. Members. Membership of the Corporation shall consist of two (2) classes of members, which shall be classified as follows:

(a) Class A members shall be all lot owners, other than the Developer, and such members shall be entitled to one (1) vote for each lot owned in the PATIO HOMES AT GLENMARY WEST, Glenmary Subdivision, subject to the provisions of Article IX below.

(b) Class B members shall be the Developer which shall be entitled to one (1) vote for each lot owned by it in PATIO HOMES AT GLENMARY WEST, Glenmary Subdivision.

ARTICLE IX

9. Internal Affairs. The internal affairs of the Corporation shall be governed by the provisions contained in these articles not inconsistent with Chapter 273 of the Kentucky Revised Statute or applicable provisions of the Internal Revenue Code. Specific provisions for the regulation of the Internal Affairs of the Corporation, include but shall not be limited to, the following:

(a) Each member of the Corporation shall be entitled to one (1) vote for each lot owned in the Development; it being provided that if more than one person shall hold an interest in any lot, all such persons collectively shall be members of the Corporation and collectively shall be entitled to one vote for each lot owned in the Development as such owners may determine among themselves. In the even that such joint lot owners fail to agree as to how their vote shall be cast, the vote for that lot shall not be recorded or counted.

(b) Class A members shall not be entitled to any vote until the happening of one of the following, whichever shall first occur:

(i) When the Developer, in its sole discretion, shall determine;

(ii) When the Developer, in its sole discretion, shall transfer control of the Corporation to the Class A members;

(iii) When 100% of the lots contained in Glenmary West Subdivision Patio Homes Section shall have been sold by the Developer; or,

(iv) January 1, 2010.

(c) The By-Laws of the Corporation shall be adopted by its Board of Directors and the power to alter, amend, repeal said By-Laws, or adopt new by-laws shall be vested in the Board of Directors.

(d) The affairs of the Corporation shall be managed and conducted by the Board of Directors and such officers shall be provided by the By-Laws.

(e) Nothing contained in these Articles of Incorporation shall limit the right of Developer to alter in any way its plan for the development of the PATIO HOMES AT GLENMARY WEST, Glenmary West Subdivision, at any time and from time-to-time.

(f) Upon the final dissolution and liquidation of the Corporation, after payment of all liabilities and obligations of the Corporation shall have been paid and discharged or adequate reserve shall have been set aside for the payment thereof, any remaining assets of the Corporation shall be transferred, distributed or conveyed to one or more organizations to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes for which the Corporation was organized and which organizations are exempt under Section 501(c)(3), Section 501(c)(4) or Section 501(c)(7) of the Internal Revenue Code or the provisions of any successor codification of the Federal Tax Laws.

(g) The Corporation shall have neither capital stock nor stockholders and no part of the corporation's net earnings shall inure to the benefit of the incorporator, any officer, director, individual or member of the Corporation and any gain, profit, net earning or benefit derived by the Corporation shall be devoted exclusively for the purposes set out in these Articles of Incorporation.

ARTICLE X

10. Limitation of Director Liability. Personal liability of all Directors of the Corporation shall be eliminated or limited pursuant to the provisions of KRS 273.248 and no Director of the Corporation shall be personally liable for any monetary damages for breach of his duties as a director, except that nothing herein contained shall eliminate or limit the liability of the Director for:

(a) Any transaction in which the Director's personal financial interest is in conflict with the financial interest of the Corporation;

(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.

ARTICLE XI

11. Incorporator. The name and address of the sole incorporate of the Corporation is Charles F. Lambert, III, 1516 Hepburn Avenue, Lower Level, Louisville, Kentucky 40204.

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NAOA

Trey Grayson
Secretary of State
Received and Filed
04/15/2009 8:48:35 AM
Fee Receipt: \$8.00

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

WOODS OF GLENMARY PATIO HOMES RESIDENTS ASSOCIATION, INC.

The Articles of Incorporation of Woods Of Glenmary Patio Homes Residents Association, Inc. are hereby amended as follows:

1. Article IX, Section 9(c) is hereby amended to read as follows:

"THE BY-LAWS OF THE CORPORATION MAY ONLY BE ALTERED, AMENDED OR REPEALED BY A VOTE OF THE RESIDENTS AS PROVIDED IN THE BY-LAWS."

2. This Amendment was adopted pursuant to a resolution by the Board of Directors adopted on March 20, 2009 and a subsequent vote of the members of the corporation at a duly called meeting at which a quorum was present at which the amendment received not less than two-thirds of the votes of the members present at the meeting or represented by proxy, held on April 7, 2009.

3. The effective date of this Amendment shall be the date of its filing with the Kentucky Secretary of State.

IN TESTIMONY WHEREOF, witness the signatures of the President and Secretary of the corporation this 7th day of April, 2009.

Woods of Glenmary Patio Homes
Residents Association, Inc.

By: 

President

By: 

Secretary

COMMONWEALTH OF KENTUCKY)

) SS.

COUNTY OF JEFFERSON)

Acknowledged before me by Larry Lewis, as
President and Mary Anne Spalding, as Secretary of Woods Of
Glenmary Patio Homes Residents Association, Inc. this 2~~nd~~
day of April, 2009.

My commission expires: 8-7-10

Harold W. Thomas
Notary Public

THIS INSTRUMENT WAS PREPARED BY:

Hal Thomas
Harold W. Thomas
THOMAS, DODSON & WOLFORD, PLLC
9200 Shelbyville Road, Suite 611
Louisville, Kentucky 40222
(502) 426-1700

BORDERS & BORDERS, PLC

ATTORNEYS AT LAW

920 Dupont Road, Louisville, KY 40207

Telephone (502) 894-9200 Facsimile (502) 894-8081

J. DAVID BORDERS
JOHN D. BORDERS, JR.
HARRY B. BORDERS

JENNIFER F. FIELDS
HEATHER L. HARTUNG
STEPHANIE L. HORNE

October 5, 2006

Woods of Glenmary Patio Homes Residents Association, Inc.
Attn: Buddie Jaha
8011 New LaGrange Road
Suite 3
Louisville, Kentucky 40222

Re: Filings

Dear Mr. Jaha:

Please find enclosed a copy of the Articles of Amendment for your files.

Should you have any questions or concerns, please do not hesitate to contact this office.

Sincerely,



T. Renee Buster
Paralegal to Harry B. Borders

/rb

Enclosure

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mstratton
NAOA

Trey Grayson
Secretary of State
Received and Filed

09/15/2006 10:32:09 AM
Fee Receipt: \$8.00

ARTICLES OF AMENDMENT
TO CHANGE NAME FROM
Glenmary West Homeowners Association, Inc.
TO

Woods of Glenmary Patio Homes Residents Association, Inc.

Pursuant to the provisions of KRS 271B.1-200, the undersigned corporation hereby amends its Articles of Incorporation as set out below.

FIRST. The name of the Corporation is Glenmary West Homeowners Association, Inc.

SECOND. The Articles of Incorporation of Corporation is Glenmary West Homeowners Association, Inc. as amended or restated to date are amended as follows:


The name of the Corporation shall be changed to Woods of Glenmary Patio Homes Residents Association, Inc.

THIRD. The effective date of each and every amendment set forth above shall be upon the filing of these Articles of Amendment.

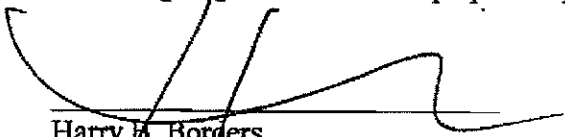
FOURTH. Each and every amendment as set forth above was duly adopted by the shareholders, the entire board of directors, and the President, Vice President, Secretary and the Treasurer of the Corporation.

Date: 9/7/2006

Woods of Glenmary Patio Homes Residents Association, Inc. (formerly know as Glenmary West Homeowners Association, Inc.)

By: 
Buddie Jaha, President

The foregoing instrument was prepared by:



Harry B. Borders
Borders & Borders
920 DuPont Road
Louisville, Kentucky 40207
(502)894-9200

Document No.: DN2006151262
Lodged By: BORDERS
Recorded On: 09/21/2006 10:45:21
Total Fees: 11.00
Transfer Tax: .00
County Clerk: BOBBIE HOLSCLOW-JEFF CO KY
Deputy Clerk: TERRIG

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