

ARTICLES OF INCORPORATIONOFNORTH POINTE HOMEOWNERS ASSOCIATION INC.

The undersigned hereby forms a nonstock, nonprofit Kentucky corporation in accordance with the provisions of Kentucky Revised Statutes Chapter 273 and other applicable law.

1. Name: The name of the corporation shall be:
North Pointe Homeowners Association Inc.
2. Location: The initial office of the corporation shall be at 142 Barnwood Drive, Edgewood, Kenton County, Kentucky 41017.
3. Duration: The duration of the Corporation shall be perpetual.
4. Purposes: The corporation is organized under the Kentucky Nonprofit Corporation Act, and the purpose for which the corporation is formed are as follows: To promote the social welfare, to serve the common good and general welfare of the members of the corporation, and to construct, operate, maintain and repair any common area owned by the corporation or by any government agency or which has been dedicated to public use, as authorized by the declaration. The corporation shall not attempt to influence legislation or participate in or intervene in political campaigns, except as it may directly affect the North Pointe Subdivision.
5. Powers: The corporation shall have all powers pursuant to the Kentucky Nonprofit Corporation Act, and the powers to exercise and enforce any right or privilege assigned to it under the Declaration including the right to assess, levy and collect assessments against each tract and members of the corporation as provided in the Declaration.
6. Internal Affairs: Provisions for the regulation of the internal affairs of the corporation, including the distribution of assets or dissolution or final liquidation are:
 - 6.1 The membership of the corporation shall consist of the members designated in the Declaration, and there shall be two classes as follows:
 - (A) Class A members shall consist of all lot owners, except for the Developer.
 - (B) Class B members shall be the Developer. Class B membership shall cease and be converted to Class A membership on December 31, 2020, or earlier if the Class B members voluntarily resign in writing.

- 6.2 Class A members shall have one vote for each lot owned, and the Class B members shall have 5 votes for each lot owned.
- 6.3 These Articles shall not restrict the right of the Developer to change its plans for the development of the subdivision.
- 6.4 The corporations's assets and income shall not inure to the benefit of any member, individual or shareholder of the corporation. However, the corporation is authorized to pay reasonable compensation for services rendered.
- 6.5 Upon the dissolution or final liquidation of the corporation, the Board of Directors shall provide for the payment of all of the liabilities of the corporation, then may dispose of the balance of the assets of the corporation to an organization or agency designated by the Board of Directors, to be used in such manner as the Board of Directors feel will accomplish the general purposes of the corporation. Any assets not so disposed of shall be disposed of by the Boone Circuit Court, for the purposes or to the organizations or agencies as the court shall determine, which have the same or similar purposes for which this corporation was established.

7. Office and Agent. The mailing address of the principal office and initial registered office of the corporation shall be 142 Barnwood Drive, Edgewood, Kentucky 41017. The initial registered agent shall be Robert Schroder of 142 Barnwood Drive, Edgewood, Kentucky 41017.

8. Directors. There shall be 3 members on the initial Board of Directors. The names and business addresses of the persons who are to serve as the initial directors are:

Joseph Arlinghaus	142 Barnwood Drive Edgewood, KY 41017
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Robert Schroder	142 Barnwood Drive Edgewood, KY 41017
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Ted Arlinghaus	142 Barnwood Drive Edgewood, KY 41017
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9. Amendment. The Articles of Incorporation may be amended as provided by Kentucky Statutes with the consent of at least 75% of the total number of votes held by the membership of the corporation.

10. Incorporator. The name and business address of the incorporator is Robert Schroder, 142 Barnwood Drive, Edgewood, KY 41017.

11. Definitions. As used in these Articles, the following definitions shall apply:
- 11.1 Declaration shall mean the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements, original and as amended, which affect the North Pointe Subdivision near Hebron in Boone County, Kentucky.
- 11.2 Developer shall mean Arlinghaus Builders Inc., a Kentucky corporation, its successors and assigns.
- 11.3 Tract shall mean each subdivided lot or tract of land in the North Pointe Subdivision, the owner of which is a member of the corporation pursuant to the Declaration.
12. Personal Liability. The directors of the corporation shall not be personally liable for damages for breach of his or her duties as a director. However this provision shall not limit the liability of any director for:
- 12.1 Any transaction in which the director's personal financial interests are in conflict with the financial interests of the corporation.
- 12.2 Acts or omissions which involve lack of good faith or intentional misconduct or a criminal act.
- 12.3 Any transaction from which the director derived an unreasonable personal benefit.

IN WITNESS WHEREOF, the incorporator has signed triplicate originals of these Articles of Incorporation of January 3, 2003.

Robert Schroder

Robert Schroder

STATE OF KENTUCKY
COUNTY OF KENTON

The above articles of Incorporation were signed, acknowledged and sworn to before me by Robert Schroder, on January 3, 2003.

Lisa Updegraff
Notary Public, KY State at Large
My Commission Expires: 7-1-04

Prepared By:

Robert Schroder

Robert Schroder Attorney
1105 O'Banion Lane, Owenton, Ky 40359

Recorded INDEPENDENCE
Doc type: ARTICLES OF INCORPORATIO
Book/page: 1-819/ 183 3 pg
Doc#: 03 01 13 059 00434
Dt/tm Recorded: 01/13/2003 03:04:00pm
Total fees: 9.00 Tax: 0.00
Clerk name: SHERRY L DETERS