

ARTICLES OF INCORPORATION  
OF  
ANDOVER NEIGHBORHOOD ASSOCIATION

We, the undersigned, having associated for the purpose of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273 of the Kentucky Revised Statutes, certify as follows:

RECEIVED & FILED  
\$8.00  
DEC 17 10 32 AM '90  
PREMER FIRLER  
SECRETARY OF STATE  
COMM. OF KENTUCKY  
BY \_\_\_\_\_

ARTICLE I

The name of the Corporation shall be: Andover Neighborhood Association, Inc.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The principal place of business of the Corporation is to be located 3428 Chestnut Hill Lane, Lexington, KY 40509, and such other places in said city or elsewhere as its Board of Directors may by resolution designate.

The name and address of the registered agent for service of process is: David P. Winters, 3428 Chestnut Hill Lane, Lexington, KY 40509.

ARTICLE IV

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any later Federal tax laws), including for such purposes the making of distributions to organizations and individuals for the purpose of engaging in activity within the purposes of the Corporation and permitted for an organization exempt under said Section 501(c)(3).

The purposes of the Corporation shall be more specifically stated as follows: To further the common good and general welfare of the residents of the various developments in Fayette County, Kentucky, marketed under the name of Andover.

ARTICLE V

The Corporation shall be irrevocably dedicated to and operated exclusively for, non-profit purposes. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

## ARTICLE VI

In carrying out the corporate purposes described in Article IV, the corporation shall have all the powers granted by the laws of the State of Kentucky, including in particular those listed in Section 273.171 of the Kentucky Revised Statutes, except as follows and as otherwise stated in these Articles:

a: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

b: Notwithstanding, any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent Federal tax laws.

c: If and so long as the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws:

1: The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

2: The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

3: The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

4: The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

5: The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later Federal tax laws.

## ARTICLE VII

The names and addresses of the incorporators are:

David P. Winters, 3428 Chestnut Hill Lane, Lexington, KY 40509

Bill Holman, 3409 Chestnut Hill Lane, Lexington, KY 40509

Joanne Lincks, 3442 Chestnut Hill Lane, Lexington, KY 40509

Adden Wagner, 3424 Chestnut Hill Lane, Lexington, KY 40509

## ARTICLE VIII

The initial Board of Directors shall consist of four Directors whose names and addresses appear in ARTICLE VII.

## ARTICLE IX

the initial By-laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-laws.

## ARTICLE X

The officers and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position as officers and members of the Corporation.

## ARTICLE XI

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any later Federal tax laws), as the Board of Directors shall determine.

The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office for the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE XII

Amendments to these Articles shall be made pursuant to the provisions of KRS 273.263

In testimony whereof, witness the signatures of the Incorporators of the Corporation on this 12<sup>th</sup> day of December, 1990.

David P. Winters  
David P. Winters, President

Bill Holman  
Bill Holman, Vice-President

Jeanne Lincks  
Jeanne Lincks, Secretary

Adden Wagner  
Adden Wagner, Treasurer

STATE OF KENTUCKY  
COUNTY OF FAYETTE

Before me, the undersigned authority, personally appeared David P. Winters, and being first duly sworn, acknowledged that he was an incorporator of the aforementioned Corporation, and the he signed the foregoing Articles of Incorporation as his free act and deed.

Witness my signature and seal of office this 12<sup>th</sup> day of December, 1990.

My Commission expires: 9/13/94

Cindy R. Jones  
NOTARY PUBLIC

This document was prepared by:

David P. Winters  
3428 Chestnut Hill Lane  
Lexington, KY 40509