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Trey Grayson
Secretary of State
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**ARTICLES OF INCORPORATION
OF
RIVERBEND LANDING HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned do hereby make and adopt the following ARTICLES OF INCORPORATION for the purpose of forming a nonprofit corporation under the laws of the State of Kentucky, pursuant to Chapter 273 of the Kentucky Revised Statutes and all other acts amendatory thereof and supplemental thereto as follows:

ARTICLE I

The name of the corporation shall be Riverbend Landing Homeowners Association, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized and shall be operated for benevolent, social and recreational purposes within the meaning of Chapter 273 of the Kentucky Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986 and all regulations promulgated thereunder. The object and purpose of the corporation shall be to provide the continued maintenance of the private properties and common areas of that certain residential development in Warren County, Kentucky, known as Riverbend Landing.

ARTICLE IV

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to or inures to the benefit of its members, directors or officers. No 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. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under the Internal Revenue Code of 1986.

ARTICLE V

On dissolution of this corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder and pursuant to the provisions of KRS 273.303.

ARTICLE VI

The registry office and the principal place of business of the corporation shall be located at 1010 College Street, Bowling Green, Kentucky 42101 and its agent shall be Kevin C. Brooks whose address is the same as the registry office of the corporation.

ARTICLE VII

The initial Board of Directors shall consist of THREE (3) directors, and directors are to serve until the first annual meeting of the members of the corporation or until their successors are

elected and qualified:

Tim Poston 5377 Richpond Road Bowling Green, KY 42104	Tom Avery 112 Windmere Bowling Green, KY 42103	Sharon Poston 5377 Richpond Road Bowling Green, KY 42104
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The number of directors thereafter shall be as the bylaws of the corporation may from time to time provide.

ARTICLE VIII

The corporation shall have no capital stock. It shall be a nonprofit corporation, and no member of the corporation shall ever derive any private pecuniary gain or profit from the operation of the corporation.

ARTICLE IX

The name and address of the incorporator is as follows:

Kevin C. Brooks
Bell, Orr, Ayers & Moore, P.S.C.
1010 College Street
Bowling Green, Kentucky 42101

ARTICLE X

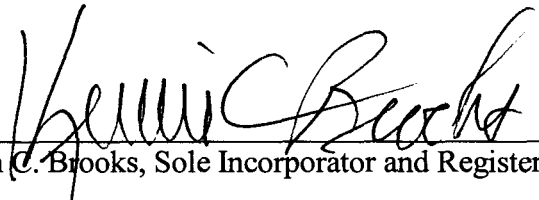
The directors of the corporation shall have no personal liability to the corporation for monetary damages by reason of a breach of duties as a director, provided that such provision shall not eliminate the liability of a director:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
- (b) For 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) For any transaction from which the director derived an improper personal benefit.

IN TESTIMONY WHEREOF, witness the hand of the incorporator on this 24th day of August, 2005.

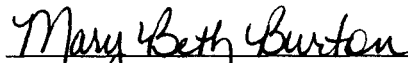


Kevin C. Brooks, Sole Incorporator and Registered Agent

COMMONWEALTH OF KENTUCKY

COUNTY OF WARREN

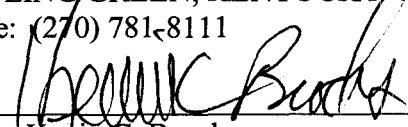
The foregoing instrument was acknowledged before me this 24th day of August, 2005, by Kevin C. Brooks, as sole incorporator and registered agent.



Notary Public, Kentucky State at Large
My commission expires: 7-19-06

PREPARED BY:

BELL, ORR, AYERS AND MOORE, P.S.C.
1010 COLLEGE STREET, P.O. BOX 738
BOWLING GREEN, KENTUCKY 42102-0738
Phone: (270) 781-8111

BY: 

Kevin C. Brooks