

**AMENDED ARTICLES OF INCORPORATION  
OF**

**DUPONT NORTH CONDOMINIUMS COUNCIL OF CO-OWNERS, INC.**

The Articles of Incorporation of DuPont North Condominiums Council of Co-Owners, Inc. (the "Corporation") were filed by the Kentucky Secretary of State on August 25, 1982. The Corporation's Board of Directors, on February 19, 2015, did approve and recommend to the Corporation's members the amendment of the Articles of Incorporation. On April 14, 2015 the Corporation's members did meet to consider the amendment of the Articles of Incorporation. At that meeting, at which a quorum of the members were present, of the total number of votes that could be cast of \_\_\_, \_\_\_ were voted in favor of the amendment of the Articles of Incorporation and \_\_\_ were voted against.

The text of the existing Articles of Incorporation is deleted in its entirety, and the following is substituted in place thereof:

**Name of the Corporation**

The name of the Corporation is:

DUPONT NORTH CONDOMINIUMS COUNCIL OF CO-OWNERS, INC.

**Stock**

The Corporation shall not issue shares of stock.

**Registered Agent**

The name of the initial registered agent and street address of the initial registered office of the Corporation are:

SKO – Louisville Services, LLC  
2000 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202

**Principal Office**

The mailing address of the principal office of the Corporation is:

1962 Filiatreau Lane  
Bardstown, Kentucky 40004

**Purpose**

The general purpose of the Corporation is to be the “Council of Co-Owners” as defined in the Kentucky Horizontal Property Law, as amended, for the operation and administration of Dupont North Condominiums, a Condominium Project established in Jefferson County, Kentucky pursuant to the provisions of the Kentucky Condominium Property Law.

**Powers**

The Corporation has all the powers conferred upon a corporation organized under the provisions of the Kentucky Non-Profit Corporation Act (the “Act”) and has all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the Corporation, all the powers conferred upon a Council of Co-Owners under the provisions of the Kentucky Horizontal Property Law as amended; all of the powers conferred upon the Corporation in the Master Deed for the Dupont North Condominiums, which document is recorded by the Incorporator in the Office of the clerk of the County Court of Jefferson County, Kentucky, and all of the powers necessary, proper, convenient and desirable in order to fulfill and further the purpose of this Corporation, without limitation, to the foregoing, the Corporation may exercise all of the powers afforded it under the Act, including but not limited to:

- (i) Sue and be sued, complain and defend in its name;



- (ii) Have a seal, which may be altered at will, and to use it, or a facsimile, by impressing or affixing it or in any other manner reproducing it;
- (iii) Make and amend By-laws (not inconsistent with its Articles of Incorporation, the Act or the laws of the Commonwealth of Kentucky), for managing its business and regulating its business affairs;
- (iv) Purchase, receive, lease or otherwise acquire, and own, hold, improve, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (v) Sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;
- (vi) Purchase, receive, subscribe for or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (vii) Make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises or income;
- (viii) Lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (ix) Be a promoter, partner, member, associate or manager of any corporation, limited liability company, partnership, joint venture, trust or other entity;
- (x) Conduct its business, locate offices and exercise the powers granted within or without the Commonwealth of Kentucky;
- (xi) Appoint officers, employees and agents, define their duties, fix their compensation, and lend them money and credit;
- (xii) Pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents;
- (xiii) Purchase and/or maintain life insurance policies for any or all current or former directors, officers, employees and agents;
- (xiv) Make donations for the public welfare or for charitable, scientific or educational purposes;
- (xv) Transact any lawful business that may aid governmental policy; and

- (xvi) Make payments or donations, or do any other act not inconsistent with law, that furthers its business and affairs.

### **Members**

All members who are owners of the Units in the Dupont North Condominiums shall be members of this Corporation and the membership in the Corporation shall be limited to such Owners of such Units. Membership in the Corporation shall terminate when a person or other entity is no longer the owner of the Unit. Subject to the foregoing, admission to and termination of membership and the voting rights of members shall be more particularly governed by the Master Deed and By-Laws for Dupont North Condominiums.

### **Director Liability**

A director shall not be liable to the Corporation or its Members for monetary damages for any act or omission constituting a breach of his duties as a director unless such act or omission (1) is one in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its Members; (2) is not in good faith, involves intentional misconduct, or is known to the director to be a violation of law; (3) is a vote for or assent to a distribution made in violation of these Articles of Incorporation which renders the Corporation unable to pay its debts as they become due in the usual course of business, or which results in the Corporation's total liabilities exceeding its total assets; or (4) is a transaction from which the director derived an improper personal benefit.

### **Voting for Directors**

Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election of directors.



### **Special Meetings of the Members**

Special meetings of the Members may be called by the holders of at least one-third (33.333%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

### **Member Action by Unanimous Written Consent**

Any action required or permitted to be taken at a Members' meeting may be taken without a meeting if the action is unanimously approved by the Members entitled to vote thereon.

### **Director Action by Unanimous Written Consent**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is unanimously approved by the incumbent Directors.

### **Limited Liability of Members**

The private property of the Members shall not be subject to the payment of the debts of the Corporation.

### **Indemnification**

1. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official

capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Kentucky Revised Statutes, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Statutes permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith.

2. Provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

3. The rights set forth in paragraphs (1) and (2) above shall be contract rights and include the right to be paid expenses incurred in defending any such proceedings in advance of final disposition, provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) shall be made only upon determination:

- (i) by majority vote of a quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding; or
- (ii) if a quorum cannot thereby be obtained, by majority vote of a committee duly designated by the board of directors, consisting solely



of two (2) or more directors who are not, at the time, parties to the proceeding; or

- (iii) by special legal counsel selected by quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding, or if such quorum of the Board of Directors cannot be obtained, then by majority vote of the full board of directors; or
- (iv) by the vote of shares not owned or voted under the control of directors who are at the time parties to the proceeding

that such person:

- (A) conducted himself in good faith; and
- (B) reasonably believed.

in the case of conduct in his official capacity with the Corporation, that his conduct was in the Corporation's best interests; or

in all other cases that his conduct was at least not opposed to the best interests of the Corporation; provided, however, that in the case of any criminal proceeding, the officer or director must show that he had no reasonable cause to believe such conduct was unlawful.

4. Any payment of expenses authorized under paragraphs (1-3) above, shall be made in advance of the final disposition of such proceeding as defined above, upon

- (i) such person's provision to the Corporation of a written affirmation of his good faith belief that he has met the standard of conduct described in paragraph (3) above; and

- (ii) such person's provision to the Corporation of a written undertaking, executed personally or on his behalf, unsecured, to repay the advance if it is ultimately determined that he did not meet the standard of conduct described in paragraph (3) above; and
- (iii) the board of directors, sitting as a whole, determines upon the facts then known that such facts would not preclude indemnification of such person pursuant to the Kentucky Revised Statutes.

5. Notwithstanding the provisions of paragraphs (1-4) above, the Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such person was a party because of his present or past officer's or director's duties to the Corporation, against reasonable expenses incurred by him/her in connection with the proceeding. Further, in the event that a claim under paragraph 4 hereinabove is not paid in full by the Corporation within 45 days after a written claim has been received by the Corporation, the claimant may apply to the court conducting or which did conduct the proceeding, or to any other court of competent jurisdiction, for indemnification pursuant to the terms and conditions of the Kentucky Revised Statutes.

6. The rights conferred on any person by paragraphs (1-5) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

7. The Corporation may purchase and maintain insurance on behalf of an individual who is or was an officer or director of the Corporation, or who, while an officer or director of the Corporation, is or was serving at the request of the Corporation as an officer, director, partner,



trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as an officer or director of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Kentucky Revised Statutes.

**Effective Time and Date**

These Amended Articles of Incorporation are effective when they are filed with the Kentucky Secretary of State.

**IN WITNESS WHEREOF**, the undersigned hereby executes these Amended Articles of Incorporation this the \_\_\_\_ day of April, 2015.

\_\_\_\_\_  
J. Michael Salsman, Secretary

This instrument prepared by:

\_\_\_\_\_  
Thomas E. Rutledge  
STOLL KEENON OGDEN PLLC  
2000 PNC Plaza  
500 West Jefferson  
Louisville, Kentucky 40202  
(502) 333-6000



COMMONWEALTH OF KENTUCKY  
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings  
Business Filings

PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

Certificate of Assumed Name  
(Domestic or Foreign Business Entity)

ASN

Pursuant to the provisions of KRS 365, the undersigned applies to assume a name and, for that purpose, submits the following statement:

1. The assumed name is: DuPont North Condominium Association
2. The name of the business entity (and in the case of general partnership, the partners) that is/are adopting the assumed name: DuPont North Condominium Council of Co-Owners, Inc.

Name must be identical to the name on record with the Secretary of State.)

3. The "real name" is (you must check one):

☐ a Domestic General Partnership

☐ a Foreign General Partnership

☐ a Domestic Limited Liability Partnership

☐ a Foreign Limited Liability Partnership

☐ a Domestic Limited Partnership

☐ a Foreign Limited Partnership

☐ a Domestic Business Trust

☐ a Foreign Business Trust

☒ a Domestic Corporation

☐ a Foreign Corporation

☐ a Domestic Limited Liability Company

☐ a Foreign Limited Liability Company

4. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_  
(Delayed effective date and/or time)

5. The business is organized and existing in the state or country of Kentucky

6. The mailing address is:

1962 Filiatreau Lane

Bardstown

Kentucky

40004

Street Address or Post Office Box Numbers

City

State

Zip

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

J. Michael Salsman Secretary

Authorized Party Signature

Printed Name

Title

Date





COMMONWEALTH OF KENTUCKY  
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Certificate of Assumed Name  
(Domestic or Foreign Business Entity)

ASN

Pursuant to the provisions of KRS 365, the undersigned applies to assume a name and, for that purpose, submits the following statement:

1. The assumed name is: DNCA
2. The name of the business entity (and in the case of general partnership, the partners) that is/are adopting the assumed name: DuPont North Condominium Council of Co-Owners, Inc.

Name must be identical to the name on record with the Secretary of State.)

3. The "real name" is (you must check one):

☐ a Domestic General Partnership

☐ a Foreign General Partnership

☐ a Domestic Limited Liability Partnership

☐ a Foreign Limited Liability Partnership

☐ a Domestic Limited Partnership

☐ a Foreign Limited Partnership

☐ a Domestic Business Trust

☐ a Foreign Business Trust

☒ a Domestic Corporation

☐ a Foreign Corporation

☐ a Domestic Limited Liability Company

☐ a Foreign Limited Liability Company

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5. The business is organized and existing in the state or country of Kentucky

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Kentucky

40004

Street Address or Post Office Box Numbers

City

State

Zip

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

J. Michael Salsman Secretary

Authorized Party Signature

Printed Name

Title

Date