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**Articles of Incorporation
of
Council of Co-Owners of
SoHo Lofts Condominiums, Inc.**

The undersigned incorporator, NuLu Lofts, LLC, has executed these Articles of Incorporation for the purpose of forming and does hereby form a non-stock, non-profit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

**ARTICLE I
Name**

The name of the Corporation is "Council of Co-Owners of SoHo Lofts Condominiums, Inc."

**ARTICLE II
Purposes**

The general purpose of the Corporation is to be the "Council of Co-owners" (as defined in the Kentucky Horizontal Property Law, KRS 381.805 to KRS 381.990, as amended) for the operation and administration of SoHo Lofts Condominiums, a condominium project established in Jefferson County, Kentucky pursuant to the provisions of the Kentucky Horizontal Property Law and the terms of a certain Master Deed and Declaration of Condominium recorded on November 23, 2010, in Deed Book 9648, Page 704, in the office of the Jefferson County Clerk by NuLu Lofts, LLC, a Kentucky limited liability company.

**ARTICLE III
Powers**

The Corporation shall have all the powers conferred upon a non-stock, non-profit corporation organized under the provisions of Chapter 273 of the Kentucky

Revised Statutes, as amended; all the powers conferred upon a council of co-owners under the provisions of the Kentucky Horizontal Property Law; all the powers conferred upon the Corporation in the Master Deed and Declaration of Condominium and exhibits annexed thereto, as amended from time-to-time, which documents are recorded as aforesaid in the office of the Jefferson County, Kentucky Clerk; and all the powers necessary, proper, convenient, or desirable in order to fulfill and further the purpose of the Corporation.

ARTICLE IV
Duration

The Corporation is to have perpetual existence.

ARTICLE V
Registered Office and Resident Agent; Principal Office

The street address of the initial registered office of the Corporation in the Commonwealth of Kentucky is 830 East Main Street, Louisville, Kentucky 40202, and the name of the initial registered agent of the Corporation at such address is Kelly Will.

ARTICLE VI
Members

All owners of record of units in SoHo Lofts Condominiums shall be members of the Corporation, and membership in the Corporation shall be limited to such owners of record of units. Membership in the Corporation shall terminate when a person is no longer the owner of record of a 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 Declaration of Condominium for SoHo Lofts Condominiums and the By-Laws for the Corporation.

**ARTICLE VII
Incorporator**

The name and address of the incorporator of the Corporation is NuLu Lofts, LLC, 5815 Round Hill Road, Louisville, Kentucky 40222.

**ARTICLE VIII
Directors**

The initial Board of Directors of the Corporation shall consist of two (2) persons who shall serve until the first annual meeting of the Members of the Corporation. The names and addresses of said director(s) are:

David M. Will	5815 Round Hill Road Louisville, Kentucky 40222
Kelly Will	5810 Orion Road Louisville, Kentucky 40222
Matthew Linville	5810 Orion Road Louisville, Kentucky 40222

**ARTICLE IX
Limitation of Director Liability**

Directors shall not be liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duties as a Director unless such act or omission (a) is one in which the Director has a personal financial interest which is in conflict with the financial interests of the Corporation; (b) is not in good faith or involves intentional misconduct or is known to the Director to be a violation of law; or (c) is a transaction from which the Director derived an improper personal benefit.

NuLu Lofts, LLC, Incorporator

