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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
OLD SILO HILL RETIREMENT COMMUNITY ASSOCIATION NO. 2, INC.**

The incorporator, CDRB, Inc., has executed these articles of incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

**ARTICLE I.
Name**

The name of the corporation is Old Silo Hill Retirement Community Association No. 2, Inc. (the "Corporation").

**ARTICLE II.
Purposes**

The general purpose of the Corporation is to be the "association" or "unit owners' association" (as defined in the Kentucky Horizontal Property Law, KRS 381.9101 to KRS 381.9207, as amended) for the operation and administration of Old Silo Hill Retirement Community No. 2 at Silver Creek, a condominium project established in Montgomery County, Kentucky, pursuant to the provisions of the Kentucky Horizontal Property Law and the terms of a certain Master Deed recorded in Deed Book 346, Page 486, in the office of the Montgomery County Clerk, by Old Silo Hill, LLC, a Kentucky limited liability company.

**ARTICLE III.
Powers**

The Corporation shall have all the powers conferred upon a nonstock, nonprofit corporation organized under the provisions of KRS Chapter 273, as amended; all the powers conferred upon an association or unit owners' association under the provisions of the Kentucky Horizontal Property Law; all the powers conferred upon the Corporation in the Master Deed for Old Silo Hill Retirement Community No. 2 and exhibits annexed thereto, as amended from time to time, which documents are recorded as aforesaid in the office of the Montgomery 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 1520 Old Silo View Court, Mount Sterling, Kentucky 40353, and the name of the initial registered agent of the Corporation at such address is Claude E. Bentley. The mailing address of the principal office of the Corporation is 1520 Old Silo View Court, Mount Sterling, Kentucky.

**ARTICLE VI.
Members**

All owners of record of units in Old Silo Hill Retirement Community No. 2 at Silver Creek 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 for Old Silo Hill Retirement Community at Silver Creek and the Bylaws for the Corporation.

**ARTICLE VII.
Incorporator**

The name and address of the incorporator of the Corporation is CDRB, Inc., 1520 Old Silo View Court, Mount Sterling, Kentucky 40353.

**ARTICLE VIII.
Directors**

The initial board of directors of the Corporation shall consist of three (3) persons who shall serve until 100% of the Units in Old Silo Hill Retirement Community at Silver Creek have been conveyed to the initial purchaser(s) the first annual meeting of the members of the Corporation. The names and addresses of said director(s) are:

<u>Names</u>	<u>Address</u>
Claude E. Bentley	1520 Old Silo View Court Mount Sterling, Kentucky 40353
Rodney A. Bentley	450 Marquis Court Winchester, Kentucky 40391
Donald E. Bentley	1388 Clubhouse Lane Mount Sterling, Kentucky 40353

At the first annual meeting of the members of the Corporation, after 100% of the Units in Old Silo Hill Retirement Community No. 2 at Silver Creek have been initially conveyed to the initial purchaser(s), three (3) members of the board of directors shall be elected. Thereafter, the affairs of the Corporation shall be conducted by a board of directors of not less than three (3) persons nor more than nine (9) members as shall be determined by the members of the Corporation from time to time.

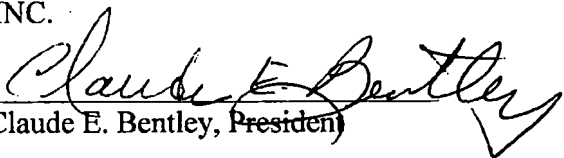
ARTICLE IX.
Limitation of Director Liability

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.

IN TESTIMONY WHEREOF, the Incorporator has executed triplicate originals of these Articles of Incorporation on this the 30th day of May, 2023.

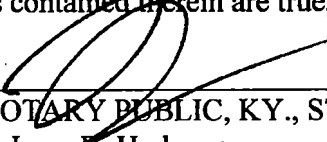
CDRB, INC.

By:


Claude E. Bentley, President

STATE OF KENTUCKY)
): SCT.
MONTGOMERY COUNTY)

I, a Notary Public in and for the State and County aforesaid, hereby certify that on this the 30th day of May, 2023, personally appeared before me Claude E. Bentley, who being by me first duly sworn, declares that he is the President of CDRB, Inc., and that he signed the foregoing document as President of CDRB, Inc., the Incorporator of Old Silo Hill Retirement Community Association No. 2, Inc., and that the statements contained therein are true, accurate and correct.




NOTARY PUBLIC, KY., STATE-AT-LARGE
Jesse K. Hodgson
(Printed Name of Notary)
Commission Number: 629857
Commission Expires: 09-10-2023

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS Chapter 271A, the undersigned, Claude E. Bentley, the initial registered agent identified in Article IV of the Articles of Incorporation of Old Silo Hill Retirement Community Association No. 2, Inc., hereby consents to serve said Corporation in that capacity until such time as such appointment is terminated or the undersigned, as the initial registered agent, resigns in accordance with Kentucky statutes, as amended from time to time.

This 30th day of May, 2023.



CLAUDE E. BENTLEY
INITIAL REGISTERED AGENT

The foregoing instrument was prepared by
Jesse R. Hodgson, White Peck Carrington, LLP,
P.O. Box 950, Mount Sterling, Kentucky 40353:



DOCUMENT NO: 1940684
RECORDED: August 11, 2023 02:20:00 PM
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DEPUTY CLERK: LAUREN MCCOY
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