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Trey Grayson
Secretary of State
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ARTICLES OF INCORPORATION
HOPKINSVILLE AND CHRISTIAN COUNTY
LANDBANK AUTHORITY, INC.

The below-named incorporators, as authorized and entitled by the Interlocal Cooperation Agreement entered into by the members on December 10, 2007, do execute these Articles of Incorporation for the purpose of forming and do hereby form a non-profit, non-stock corporation under Chapters 273 and 92 of the Kentucky Revised Statutes.

Inc BK 23 pg 475
Christian County

ARTICLE I

The corporation shall be named and known as the Hopkinsville and Christian County Landbank Authority, Inc.

ARTICLE II

The corporation shall have perpetual existence, subject to the Dissolution Provisions of Chapter 273 of the Kentucky Revised Statutes.

ARTICLE III
PURPOSES

The Purpose for which this corporation is formed is to act as an agency instrumentality and constituted authority of the Commonwealth of Kentucky, the City of Hopkinsville, the County of Christian, and the Christian County Board of Education, to acquire, maintain, manage and dispose of real property acquired through judicial sale, donation [conveyance by the members] in order to foster the public purpose of returning land which is in a non-revenue generating, non-tax producing status to effective utilization in order to provide housing, new industry and jobs for the citizens of the county pursuant to Kentucky law, and in particular KRS 65.350-65.375; to accomplish a public purpose of the state, the county, the city, and the Board of Education.

ARTICLE IV
MEMBERSHIP

The members of the corporation shall act as the Board of Directors. The members of the corporation shall be the Commonwealth of Kentucky, acting by and through its Governor and/or his/her designee; the City of Hopkinsville, acting by and through its Mayor and/or his/her designee; the County of Christian, acting by and through its County Judge/Executive and/or his/her designee; and the Board of Education of Christian County, acting by and through its Superintendent and/or his/her designee.

ARTICLE V
CORPORATE POWERS

The corporation shall have and exercise all of the powers available to non-profit, non-stock corporations in Kentucky pursuant to KRS 273.161 et seq and to Landbank Authorities pursuant

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to KRS 65.350-65.375, and shall have all the powers necessary or convenient to effect any and all of the purposes for which the Corporation is organized and which its Board of Directors deems beneficial, practicable, and in the best interest of the members.

ARTICLE VI
NON-PROFIT

The corporation shall have no capital stock, shall have no power to issue certificates of stock or to declare dividends, and is not formed for and shall not be operated for profit, but is created to carry out the purposes and exercise the powers set out above.

ARTICLE VII
LIMITATION ON USE OF ASSETS
DISPOSITION OF ASSETS ON DISSOLUTIONMENT

All of the assets and earnings of the corporation shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of any net revenues of this corporation beyond those necessary for the implementation of the public purposes of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or any other person or director, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of its corporate purposes, and otherwise implement the public purposes of the City, the County, the Board of Education, and the Commonwealth. The corporation shall not engage in any activity which may affect the status of the corporation as a non-profit, non-stock corporation exempt from federal and state income taxes within the meaning of the Internal Revenue Code and the Kentucky Revised Statutes. In the event of dissolution of the corporation, after satisfaction of all legal obligations, any personal property remaining shall be distributed pro rata to the members which then remain, except as follows: All real property held by the Authority at the time of dissolution which was acquired by the Authority through tax foreclosure or donation from a member shall be distributed to the donating member or to the member which had instituted the foreclosure action against the property.

ARTICLE VIII
INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>J. Daniel Kemp</u>	<u>101 North Main Street, Hopkinsville, KY 42240</u>
<u>Brandon Garnett</u>	<u>196 Westbrook Circle, Pembroke, KY 42266</u>
<u>Wynn Radford</u>	<u>200 James Lyn Drive, Hopkinsville, KY 42240</u>
<u>Bob Lovingood</u>	<u>P.O. Box 609 Hopkinsville, KY 42241</u>

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RECORDED AND RECORDED

ARTICLE IX
PRINCIPAL OFFICE; PROCESS AGENT

2008 APR 1 PM 2 23

The address of the registered office of the corporation in this State is as follows:
101 North Main Street
Hopkinsville, KY 42240

IMPERIAL A. KEM
CHRISTIAN COUNTY CLERK
BY [Signature], D.C.

The name of the registered agent is: Steven R. Bourne, 101 North Main Street, Hopkinsville, KY 42240.

ARTICLE X
CHAIRPERSON/PRESIDENT

Inc BK 23 pg 477
Christian County

The corporation shall have a president who will be selected by a majority vote of the Board of Directors from among said directors. The president shall serve a two-year term and may serve an unlimited number of terms. He/She shall act in accordance with the provisions set forth in the by-laws of the corporation.

ARTICLE XI
DIRECTORS

The affairs to the corporation shall be managed by a Board of Directors. The number of directors shall be four. One member shall be appointed by the Governor. One member shall be the School Superintendent or his/her designee. One member shall be the Mayor or his/her designee, with the approval of the City Council. One member shall be the County Judge/Executive or his/her designee, with the approval of Fiscal Court. A director shall serve for a term of four years and shall be a resident of Christian County and of the territory of the appointing member.

The Board of Directors shall have full powers to make by-laws and rules for the regulation and management of the affairs of the corporation not inconsistent with the provisions of these Articles of Incorporation, KRS Chapters 273 and 92, and the ordinances of Christian County, and the City of Hopkinsville; or, the Directors may act without by-laws.

The Board of Directors shall have the right to transact business on behalf of the corporation immediately after these Articles of Incorporation have been filed in the Office of the Secretary of the State of Kentucky and in the Office of the County Clerk of Christian County, Kentucky.

The Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
J. Daniel Kemp	101 North Main Street, Hopkinsville, KY 42240
Brandon Garnett	196 Westbrook Circle, Pembroke, KY 42266
Wynn Radford	200 James Lyn Drive, Hopkinsville, KY 42240
Bob Lovingood	P.O. Box 609 Hopkinsville, KY 42241

ARTICLE XII
OFFICERS

The Board of Directors shall elect from among the members or from employees of the members which acts as the fiscal agent of the corporation a vice-president, a secretary, and a treasurer. Each officer shall serve for a two-year term and may serve for an indefinite number of terms.

The election shall be held at the annual meeting of the Board of Directors and in such manner as is provided by the By-Laws.

ARTICLE XIII
CORPORATE SEAL

The seal of the corporation shall be and is substantially the following wording impressed by a metallic instrument:

Hopkinsville and Christian County Landbank Authority, Inc.
Corporate Seal
Commonwealth of Kentucky

ARTICLE XIV
MEETINGS; NOTICES

The annual and other meetings of the Board of Directors of the Corporation shall be held at such time and place and upon such notice in accordance with applicable law. The Board of Directors, or as may be prescribed in the by-laws of the corporation; provided that the initial meeting shall be called by the Incorporators upon at least three days notice by mail to each director, which notice shall state the time and place of the meeting; any subsequent meetings may be held at such time and place as may be agreed upon by the Directors.

Special meetings of the Board of Directors of the corporation may be called upon twenty-four (24) hours written notice by the chairperson of the corporation.

ARTICLE XV
AMENDMENTS

These Articles of Incorporation shall not be amended or modified without majority approval of the members.

ARTICLE XVI
SALE OF REAL PROPERTY

- A. The corporation may sell, donate, trade, or otherwise convey property held by it. All conveyances of real property shall be approved by a majority of the members of the Board of Directors.
- B. The sale, lease, trade or other conveyance of real property by the corporation shall not be subject to laws or regulations relating to the disposal of real property which have been adopted by any member to govern its procurement or disposal procedures. The proceeds generated from the sale of property shall be maintained by the corporation for the purpose of acquiring additional properties.

ARTICLE XVII

EXCULPATION FROM PERSONAL LIABILITY

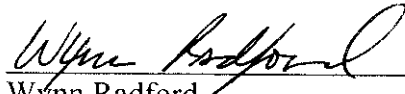
No member, director, officer, or agent of the corporation shall be personally liable for the debts or liabilities of the corporation.

ARTICLE XIII
BY-LAWS

The initial by-laws for the corporation, as approved by the members, are attached hereto and may be amended or repealed, by the Board of Directors.

IN TESTIMONY WHEREOF, witness the signatures of the incorporators this 8 day of January, 2008.

ON BEHALF OF THE COMMONWEALTH OF KENTUCKY:

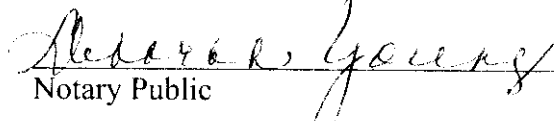


Wynn Radford
Governor's Appointment per Executive Order 2007-0848

COMMONWEALTH OF KENTUCKY
COUNTY OF

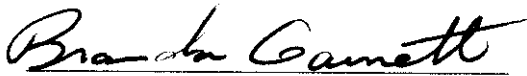
SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the Commonwealth and County aforesaid, by Wynn Radford, this 8 day of January, 2008.

My Commission Expires: 11-5-10



Notary Public

ON BEHALF OF THE COUNTY OF CHRISTIAN:



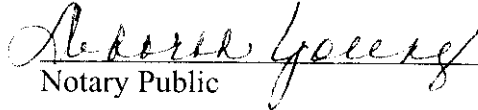
Brandon Garnett
County Judge/Executive's Appointment

COMMONWEALTH OF KENTUCKY
COUNTY OF CHRISTIAN

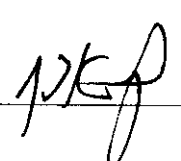
Inc BK 23 pg 480
Christian County

SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the
Commonwealth and County aforesaid, by Brandon Garnett, this 8 day of January,
2008.

My Commission Expires: 11-5-10


Notary Public

ON BEHALF OF THE CITY OF HOPKINSVILLE:

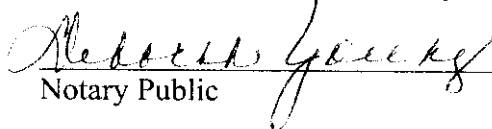


J. Daniel Kemp
Mayor

COMMONWEALTH OF KENTUCKY
COUNTY OF CHRISTIAN

SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the
Commonwealth and County aforesaid, by J. Daniel Kemp, this 8 day of January, 2008.

My Commission Expires: 11-5-10


Notary Public

ON BEHALF OF THE BOARD OF EDUCATION OF CHRISTIAN COUNTY:



Bob Lovingood
Superintendent

COMMONWEALTH OF KENTUCKY
COUNTY OF CHRISTIAN

Inc BK 23 pg 481
Christian County

SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the
Commonwealth and County aforesaid, by Bob Lovingood, this 8 day of January,
2008.

My Commission Expires: 11-5-10

Robert Young
Notary Public

This document prepared by:

SR Bourne

Steven R. Bourne, AICP, Director
Hopkinsville-Christian County Planning Commission
P.O. Box 1125
Hopkinsville, KY 42241
(270) 887-4285

**Kentucky Secretary of State
TREY GRAYSON**

Division of Corporations BUSINESS FILINGS P.O. Box 718 Frankfort, KY 40602 (502) 564-2848 http://www.sos.ky.gov/	Statement of Consent of Registered Agent	CRA
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Pursuant to the provisions of KRS Chapter 271B, 273, 275, 362 or 386, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

- The business entity is
- a corporation (KRS 271B or KRS 273)
 - a limited liability company (KRS 275)
 - a limited partnership (KRS 362)
 - a limited liability partnership (KRS 362)
 - a business trust (KRS 386)

The name of the business entity is

Hopkinsville and Christian County Landbank Authority, Inc.

The state or country of incorporation, organization or formation is **Kentucky**

The name of the initial registered agent is

Steven R. Bourne

The street address of the registered office address in Kentucky is

101 North Main Street	Hopkinsville	KY	42240
<small>Street</small>	<small>City</small>	<small>State</small>	<small>Zip Code</small>



Signature of registered agent

Steven R. Bourne

Type or Print Name & Title, if applicable

Date: **January 14**, 20**08**

BY-LAWS OF HOPKINSVILLE AND CHRISTIAN COUNTY
LANDBANK AUTHORITY, INC.

ARTICLE I

The corporation shall be named and known as the Hopkinsville and Christian County Landbank Authority, Inc. The principal office of the corporation shall be located at 101 North Main Street, Hopkinsville, Kentucky 42240.

ARTICLE II

The corporation shall be a non-profit, non-stock corporation organized pursuant to KRS Chapter 273 and KRS 92.

ARTICLE III

The corporation is formed for the purposes set forth in its Articles of Incorporation and acts as an agency, instrumentality, and constituted authority of the Commonwealth of Kentucky, the City of Hopkinsville, Christian County, and the Board of Education of Christian County to acquire, maintain, manage, and dispose of real property acquired through judicial sale, donation, or conveyance by the members, in order to foster the public purpose of returning land which is in a non-revenue generating, non-tax producing status to effective utilization in order to provide housing, new industry and jobs for the citizens of the county pursuant to Kentucky Law and in particular KRS 92.

ARTICLE IV

Section 1. There shall be four (4) members of the corporation. The members shall be the Mayor of the City of Hopkinsville or his/her designee, the County Judge/Executive or his/her designee, the Superintendent of the Board of Education of Christian County or his/her designee, and the Governor of the Commonwealth of Kentucky or his/her designee. Each member shall serve for a term of four (4) years.

Section 2. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. An annual meeting of the members shall be held at the principal office of the corporation at such time as shall be determined by the members. At such meeting the members may transact such business as needed. Special meetings of the members may be called upon twenty four (24) hours written notice by the Chairperson of the Corporation. The purpose of the meeting shall be stated in the notice of the meeting. Said notice shall be given to each member at least twenty-four (24) hours prior to such special meeting.

Section 4. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney in fact.

ARTICLE V

Section 1. The members of the corporation shall be the Board of Directors.

Section 2. The affairs of the corporation shall be managed by its Board of Directors. Directors shall be residents of Christian County and of the political entity by which appointed. Directors may be employees or officers of the appointing political entity.

Section 3. The number of directors shall be four (4) and the term of office of each director shall be four (4) years or until the successor qualifies. One (1) member shall be the Mayor or his/her designee, with the approval of the City Council; one (1) member shall be the County Judge/Executive or his/her designee, with the approval of Fiscal Court; one (1) member shall be the School Superintendent or his/her designee with the approval of the school board; and one (1) member shall be appointed by the Governor.

Section 4. Any vacancy occurring in the Board of Directors shall be filled in the same manner as the original appointment. A director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 5. Directors shall not receive any compensation for their services.

Section 6. A regular meeting of the Board of Directors shall be held at such time and place and upon such notice in accordance with applicable law, and shall be prescribed by resolution of the Board of Directors. Special meetings may be called upon twenty-four (24) hours written notice by the Chairperson of the Corporation.

Section 7. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE VI

The corporation shall have a president. The president shall be selected by a majority vote of the directors. The president shall serve a two (2) year term and may serve an unlimited number of terms. The directors may delegate to the president any authority or duties within the legal right of the Board of Directors to so delegate. The initial president shall be elected at the first meeting of the Board.

The president shall have the responsibility for the general supervision and management of the corporation subject to the control of the Board of Directors majority. The president shall execute all contracts, deeds, leases, and other legal documents entered into by the Authority.

The Board of Directors shall elect from among their members (or from employees of the member) which acts as the fiscal agent of the corporation a vice-president and a secretary/treasurer. Those officers shall serve two (2) year terms, and may serve consecutive terms. The vice-president shall act in the absence of the president, and may be authorized by the president to execute contracts, deeds, leases, and other legal documents entered into by the corporation. The secretary/treasurer shall keep a complete and permanent record of all proceedings of the Board of Directors and have charge of the corporate seal. The secretary/treasurer shall coordinate the maintenance of the financial records of the Authority. Duties of the officers may be altered by resolution passed by the Board of Directors.

ARTICLE VII

The Board of Directors shall determine who shall act as fiscal agent for the Authority.

ARTICLE VIII

Section 1. The Authority shall have no employees. Necessary staff support for the activities of the Authority shall be provided by the Hopkinsville-Christian County Planning Commission.

Section 2. All property within the City of Hopkinsville acquired by the Authority shall be managed by the appropriate agency of the City of Hopkinsville; and all property acquired by the Authority located within Christian County shall be managed by the appropriate agency of Christian County government. All property acquired from the School Board shall be managed by the appropriate agency of the Board of Education. Each agency shall maintain the records for such properties separate from those properties owned in the name of the member. All decisions concerning the acquisition, trade, sale, lease, or other disposal shall be made by the Board of Directors of the Authority pursuant to these By-Laws and the Articles of Incorporation.

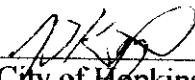
At the annual meeting of the Board of Directors a report shall be prepared for presentation to the Board of the activities and holdings of the Authority by the respective agencies of the City, the County, and the Board of Education.

The City, the County, and the Board of Education shall cooperatively prepare a master list of all properties held and managed by their agencies in the name of the Corporation.

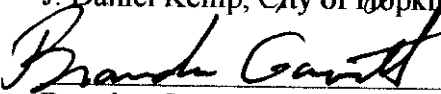
ARTICLE IX

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the directors at any regular or any special meeting, if at least seven (7) days written notice is given of intention to alter, amend, or repeal or adopt new By-Laws at such meeting.


Adopted by the Board of Directors this 29th day of January 2008.



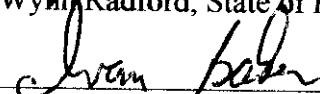
J. Daniel Kemp, City of Hopkinsville



Brandon Garnett, County of Christian



Wynn Radford, State of Kentucky



Ivan Baker, Christian County Board of Education