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KENTUCKY SECRETARY OF STATE

John Y. Brown III

"Making Kentucky Business-Friendly and Government User-Friendly."

Detailed Information About

LEXINGTON DOWNTOWN DEVELOPMENT AUTHORITY, INC.

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Organization Number	0532078	Good State	KY
Company Name	LEXINGTON DOWNTOWN DEVELOPMENT AUTHORITY, INC.		
Status	Active	Profit/NonProfit	Non-profit
Company Type	KCO	Standing	Date Agent Resigned
File Date	2/28/2002	Country	Authority Date
Ex Date		Incorp. Date	2/28/2002
		Last Annual Report	
Agent Name	KEN KERNS		
Agent Addr	200 EAST MAIN STREET		
		Prin. Office Addr	
Authorized Shares	0000000000		
Preferred No Par	Preferred Par		
		% CHIEF ADMINISTRATIVE OFFICER	
		200 EAST MAIN ST.	
		LEXINGTON, KY 40507	

PURCHASE OF SERVICE AGREEMENT

THIS PURCHASE OF SERVICE AGREEMENT, made and entered into on the 20th day of September 2011, by and between the LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT, an urban county government of the Commonwealth of Kentucky, created pursuant to KRS Chapter 67A ("Government") on behalf of the Mayor's Office of Economic Development, ("MOED") and the LEXINGTON DOWNTOWN DEVELOPMENT AUTHORITY, INC. ("Organization"), with offices located at 101 East Vine Street, Suite ~~500~~¹⁰⁰ Lexington, Kentucky 40507.

WITNESSETH:

That for and in consideration of the mutual promises and covenants herein expressed, the Government and the Organization agree as follows:

1. Government hereby retains Organization for the period beginning on July 1, 2011, and continuing for a period of twelve (12) months from that date unless within that period Government gives the Organization thirty (30) days written notice of termination of this Agreement in which case this Agreement shall terminate thirty (30) days from the date notice is given to the Organization.

2. The Organization agrees to provide the following services throughout Fayette County, with particular focus on the downtown area:

(a) Facilitate development and redevelopment projects within Fayette County;

(b) Acquire, construct, maintain, add to, and improve any "public project" as defined in KRS 58.010, provided, however, the Organization shall not

acquire, construct, maintain, add to, or improve any "public project" as defined in KRS 58.010 with respect to the Lexington Center Corporation, or its property, without its consent;

(c) Coordinate urban county policies and programs relating to public investment for financing development and redevelopment projects within Fayette County;

(d) Develop and coordinate the implementation of downtown, neighborhood, area-wide and corridor plans and policies of the urban county government, consistent with, and in coordination with, other urban county departments and agencies with responsibilities in the same area;

(e) Establish design and related standards or guidelines for development and redevelopment projects within Fayette County, consistent with, and in coordination with, other urban county departments and agencies with responsibilities in the same area;

(f) Coordinate the activities of other urban county government supported departments, offices, organizations and corporations involved in development and redevelopment related activities;

(g) Exercise other related powers and duties consistent with Sections 2-428, et seq., of Government's Code of Ordinances.

3. In consideration for the Organization providing the services more particularly described in paragraph 2 above, the Government shall:

Org ID:
0532078



2012 Annual Report
Due June 30, 2012

State: KY Fee: \$15.00
0532078

LEXINGTON DOWNTOWN DEVELOPMENT AUTHORITY, INC.

Shaded items cannot be changed on this card.

Principal Office	PHOENIX CENTER, STE 500, 101 EAST VINE ST, LEXINGTON, KY 40507
Registered Agent	HAROLD TATE, PHOENIX CENTER, STE 500, 101 EAST VINE STREET, LEXINGTON, KY 40507

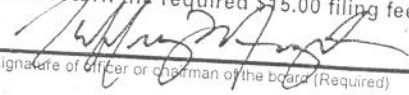
List the name, address and title of all current officers. All organizations must list at least one (1) officer, even in the case of a sole officer. Addresses default to principal office unless otherwise specified.

Vice President	TOM HARRIS	
Secretary	HAROLD TATE	Jeff Fugate
Treasurer	HAROLD TATE	Jeff Fugate

Non-profit corporations must have at least three (3) directors. All directors of the non-profit must be listed. Provide names and addresses below. Addresses default to principal office unless otherwise specified.

Director	DAVID FREIBERT
Director	HARRY RICHART
Director	JIM GRAY

Avoid a penalty fee of \$100. File online at <http://app.sos.ky.gov/arp/0532078> OR sign and return the required \$15.00 filing fee no later than June 30, 2012.

X 
Signature of officer or chairman of the board (Required)

SEC/TRES
Title (Required)

3-21-2012
Date (Required)

4/10/2012
0532078

Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

N601
0532078
Alison Lundergan Grimes
KY Secretary of State
Received and Filed
4/10/2012 9:50:51 AM
Fee receipt: \$10.00

Alison Lundergan Grimes
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Statement of Change of
Registered Office, Registered
Agent, or Both

RAC

Pursuant to the provisions of KRS chapters 271B, 273, 275, or 362, the undersigned hereby applies to change the registered office, registered agent, or both on behalf of

LEXINGTON DOWNTOWN DEVELOPMENT AUTHORITY, INC.

which is organized in the state of Kentucky, and for that purpose submits the following statements:

1. Name of current registered agent

HAROLD TATE

2. Registered agent is hereby changed to:

Jeff Fugate

3. Address of current registered office

PHOENIX CENTER, STE 500
101 EAST VINE STREET
LEXINGTON, KY 40507

4. Registered office is hereby changed to:

101 East Vine Street
Suite 100
Lexington, KY 40507

5. Signature of officer or chairman of the board

Jeff Fugate, Secretary
Signature and Title

Type or print name and title

4/10/2012 9:50 AM
Date

6. Consent of new agent

I consent to serve as the new registered agent on behalf of this corporation.

Jeff Fugate
Signature and Title

Type or print name and title

EXPENDITURE STATEMENT - OVERALL AGENCY

EXHIBIT B

FY 2013

AGENCY NAME: Lexington Downtown Development Authority

Note: Full-Year Data Only

DESCRIPTION OF EXPENDITURE	(1)	(2)	(3)
	FY 2011 ACTUAL EXPENDITURES PER AUDIT (07/1/2010-06/30/2011)	FY 2012 BUDGET <i>Final LINKS</i> (07/1/2011-06/30/2012)	FY 2013 PROJECTED BUDGET (07/1/2012-06/30/2013)
		<i>Round to the Nearest Ten Dollars</i>	
PERSONNEL:			
1. Salaries	157,720.41	150,430.00	149,510.00
2. Payroll Taxes & Fringe Benefits (FICA, Insurance, Retirement, etc.)	18,198.89	10,150.00	18,250.00
3. TOTAL PERSONNEL (Lines 1 + 2)	175,919.30	160,580.00	167,760.00
OPERATING:			
4. *Contractual and Professional Services	28,130.73	17,000.00	26,500.00
5. *Rent or Lease Charges			10,750.00
6. Advertising and Recruitment			
7. General Utilities			
8. Telephone			
9. Office Supplies	3,242.06	4,500.00	4,000.00
10. Postage	98.42	720.00	100.00
11. Printing and Copying		3,150.00	500.00
12. Household and Food (Include Cleaning Supplies)		450.00	-
13. Repairs and Maintenance (Excluding Vehicles)		315.00	-
14. Vehicle Repair and Maintenance			
15. Technical Supplies (Include Medical Supplies)			
16. *Travel (Include Conferences & Seminars)	6,584.00	5,000.00	3,000.00
17. Insurance	6,149.70	15,840.00	11,060.00
18. *Dues and Subscriptions	2,585.00	2,000.00	1,580.00
19. *Minor Equipment	483.20	1,350.00	500.00
20. Miscellaneous	119.10		
21. Downtown Design Center	541.09	500.00	-
22. TOTAL OPERATING (Lines 4-21)	47,933.30	50,825.00	57,990.00
CAPITAL:			
23. *Land/Buildings			
24. *Equipment/Vehicles			
25. TOTAL CAPITAL (Lines 23+24)		\$	
26. TOTAL EXPENDITURES (Lines 3, 22, & 25)	223,852.60	211,405.00	225,750.00

* Please provide detail of these items on Exhibit C.

AUDIT _____ DATE _____ VERIFY _____ DATE _____

217,750 in
Mayor's
Budget