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ARTICLES OF INCORPORATION  
OF

BOYLE COUNTY COMMUNITY DEVELOPMENT COUNCIL, INCORPORATED

The undersigned incorporators, Tony Wilder, David C. Sparrow, John H. Stigall, Tom Mills, Michael F. Adams, John W. D. Bowling, Bill Grimes, John B. Rodes, James Rogan, Steven M. Gravitt, Thomas W. Smith, Donald C. Putteet, Harvey J. Corson, Mary C. Breeding, and G. Michael Perros execute these Articles of Incorporation for the purpose of forming and do hereby form a non-profit corporation pursuant to the laws of the Commonwealth of Kentucky, KRS et seq., with all the rights, privileges and immunities of a corporation organized for charitable, literary, and educational purposes within the meaning of Section 501(c)(3) and civic purposes as defined in Section 501(c)(4) of the Internal Revenue Code, as amended (or corresponding provision of any subsequent Federal tax laws) in accordance with the following provisions:

ARTICLE I

The name of the Corporation is Boyle County Community Development Council Incorporated ("Corporation").

ARTICLE II

The duration of the Corporation shall be perpetual or until dissolved pursuant to law.

ARTICLE III

The purposes for which the Corporation is to be formed are:

(A) The Corporation is organized and operated exclusively for charitable, literary, and educational purposes within the meaning of Section 501(c)(3) and civic purposes as defined in Section 501(c)(4) of the Internal Revenue Code, as amended (or corresponding provisions of any subsequent Federal tax laws). The Corporation shall receive contributions and fees, and it shall distribute its funds for charitable, literary, civic and educational purposes, as herein set forth. In performing its corporate purposes, the Corporation shall be entitled to all of the powers permitted corporations by Chapter 273 of the Kentucky Revised Statutes; provided, however the Corporation shall not have or exercise any power prohibited by the provisions of paragraphs (B), (C), or (D) set forth below.

(B) The Corporation shall not directly or indirectly engage in any activities involving propaganda nor shall it otherwise attempt directly or indirectly to influence legislation or to participate or intervene in any political campaign on behalf of or in opposition to any candidate for political office, including the publication or distribution of politically related statements.

(C) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock in order to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of private individual member; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) or (4) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal tax laws) or [ii] a corporation, contributions to which are deductible under Section 170(c)2) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal tax laws).

(D) Any provisions of these Articles to the contrary notwithstanding this Corporation shall, if the following provisions of law are ever applicable to it: [i] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal tax laws); [ii] not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code, as amended (or corresponding provisions of any subsequent Federal tax law); [iii] not purchase or retain any excess business

holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal tax laws); [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue code of 1954, as amended; and [v] not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal tax laws).

(E) In furtherance of the general purposes contained in paragraph (A) and subject to the provisions of paragraphs (B), (C), and (D) above, particular purposes of the Corporation are: the solicitation and receipt of gifts, grants and contributions from individuals, groups, corporations and other sources public and private; to coordinate and work with existing organizations to establish short and long-range plans for community development and when necessary serve as a catalyst for plan development and implementation; to assist and support financially and otherwise the educational, recreational, civic and community affairs of Boyle County for the purposes of broadening and enhancing the lives of the citizens of Boyle County; and to engage in any and all activities which advance the quality of life of the people of Boyle County.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The Corporation shall be governed by a Board of Directors consisting of not less than 9 members and not more than 25 members, the exact number and the terms of each to be set in the manner provided for in the By-Laws; provided, however, that the initial Board of Directors of the Corporation shall consist of persons who shall serve until the first permanent Board of Directors is elected. The names and addresses of the initial Board of Directors are:

Tony Wilder, Boyle County Courthouse, Danville, KY 40422  
David C. Sparrow, 1129 Stirling Drive, Danville, KY 40422  
John H. Stigall, 304 S. Fourth Street, Danville, KY 40422  
Tom Mills, Danville By-pass, Danville, KY 40422  
Michael F. Adams, 600 Walnut Street, Danville, KY 40422  
John W. D. Bowling, 445 W. Main Street, Danville, KY 40422  
Bill Grimes, 359 Proctor Street, Danville, KY 40422  
John B. Rodes, 304 S. Fourth Street, Danville, KY 40422  
James Rogan, 445 W. Main Street, Danville, KY 40422  
Steven M. Gravitt, 304 S. Fourth Street, Danville, KY 40422  
Thomas W. Smith, 217 S. Third Street, Danville, KY 40422  
Donald C. Putteet, 794 W. Shelby, Junction City, KY 40440  
Harvey J. Corson, 202 S. Second Street, Danville, KY 40422  
Mary C. Breeding, 236 W. Buell St., Perryville, KY 40468  
G. Michael Perros, 304 S. Fourth St., Danville, KY 40422

ARTICLE VI

The officers of the Corporation shall be a Past-Chairperson, Chairperson, Chairperson-Elect, Treasurer and Secretary. The Directors may create such other offices and committees as they deem necessary for the proper administration of the Corporation's business. The officers

of the Corporation shall be elected for such term and in such manner as provided in the By-Laws.

ARTICLE VII

The By-Laws for the Corporations shall be adopted and may be amended or repealed by the Board of Directors.

ARTICLE VIII

The address of the initial registered and principal office of the Corporation is 304 South Fourth Street, Danville, Kentucky 40422. The name of the initial registered agent for service of process at said address is Kay Berggren, 304 South Fourth Street, Danville, Kentucky 40422.

ARTICLE IX

Private property of the Directors of the Corporation shall be exempt from liability for any and all debts of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection

with such action, suit or proceeding. The By-Laws of the Corporation may specify further provisions for indemnification of officers and directors.

ARTICLE X

Dissolution of the Corporation shall be accomplished in accordance with the provisions of Chapter 273 of the Kentucky Revised Statutes or in accordance with such laws as hereinafter may be enacted to succeed K.R.S. Chapter 273 et seq. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all corporate assets to such organizations organized and operated exclusively for charitable, educational, literary, or civic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or (4) of the Internal Revenue Code of 1954, or its successor, or to such organizations as are described pursuant to Section 170(c)(1) of the Internal Revenue Code of 1954, or its successor as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located to such organization or organizations organized and operated exclusively for charitable, educational, literary, or civic purposes as exempt organization or organizations under

Section 501(c)(3) or (4) of the Internal Revenue Code of 1954 or its successor.

ARTICLE XI

The names and addresses of the incorporators are: Tony Wilder, Boyle County Courthouse, Danville, Kentucky 40422; David C. Sparrow, 1129 Stirling Drive, Danville, Kentucky 40422; John H. Stigall, 304 S. Fourth Street, Danville, Kentucky 40422; Tom Mills, Danville By-Pass, Danville, Kentucky 40422; Michael F. Adams, 600 Walnut Street, Danville, Kentucky 40422; John W. D. Bowling, 445 W. Main Street, Danville, Kentucky 40422; Bill Grimes, 359 Proctor Street, Danville, Kentucky 40422; John B. Rodes, 304 S. Fourth Street, Danville, Kentucky 40422; James Rogan, 445 W. Main Street, Danville, Kentucky 40422; Steven M. Gravitt, 304 S. Fourth Street, Danville, Kentucky 40422; Thomas W. Smith, 217 S. Third Street, Danville, Kentucky 40422; Donald C. Puttaet, 794 W. Shelby Street, Junction City, Kentucky 40440; Harvey J. Corson, 202 S. Second Street, Danville, Kentucky 40422; Mary C. Breeding, <sup>216 AcB</sup> 236 W. Buell Street, Perryville, Kentucky 40468; and G. Michael Perros, 304 S. Fourth Street, Danville, Kentucky 40422.

IN WITNESS WHEREOF, the undersigned hereby subscribes their names as the incorporators this 17<sup>th</sup> day of October, 1996.



*Tony Wilder*  
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Tony Wilder

*David C. Sparrow*  
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David C. Sparrow

*John H. Stigall*  
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John H. Stigall

*Tom Mills*  
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Tom Mills

*Michael P. Adams*  
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*John W. D. Bowling*  
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*Bill Grimes*  
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*John B. Rodes*  
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*James Rogan*  
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*Steven M. Gravitt*  
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*Mary C. Breeding*  
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Mary C. Breeding

*G. Michael Perros*  
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*W. Tom Ochs, Head of Ochs*

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