

37809

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

THELMA L. STOVALL  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

I, **THELMA L. STOVALL**, Secretary of State of the Commonwealth of Kentucky certify that there has been delivered to my office articles of incorporation of NEWPORT NEIGHBORHOOD TASK FORCE, INC.

The name and address of the registered agent of this corporation is

EDWARD WHITEHEAD

NAME

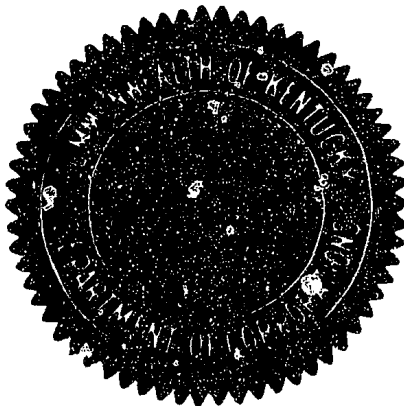
14 CAROTHERS ROAD

STREET ADDRESS

NEWPORT, KENTUCKY 41071

CITY, STATE

NOW, THEREFORE, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, **THELMA L. STOVALL**, Secretary of State, issue this Certificate of Incorporation.



Issued this 20TH day of DECEMBER, 19 74,

at Frankfort, Kentucky.

*Thelma L. Stovall*

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

NEWPORT NEIGHBORHOOD TASK FORCE, INC.

A NON-PROFIT, NON-STOCK CORPORATION  
ORGANIZED UNDER THE PROVISIONS OF  
CHAPTER 273, KENTUCKY REVISED STATUTES.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do declare that we hereby associate ourselves to form a corporation for charitable and public purposes pursuant to the provisions of KRS 273.010, et seq., and do hereby adopt the following

Articles of Incorporation:

ARTICLE I. The name of this corporation shall be the "Newport Neighborhood Task Force, Inc."

ARTICLE II. The purposes for which this corporation is formed are:

1. To serve as a sponsor and as an agency designed to be instrumental in the financing and in assisting in financing the acquisition, development, re-development, and improvement of real estate in Newport and Campbell County, Kentucky.

2. In carrying out such corporate purpose, the corporation shall have power to have and use a corporate seal, to contract and be contracted with, to sue and be sued, to acquire, own, hold and use real, personal property and Federal Funds by purchase, lease, gift, or in any other manner whatsoever, with power to deal with any and all such property in any manner consistent with the said purpose of the corporation, specifically including, but not by way of limitation, the power to sell and dispose of the same by gift, in the event such disposition will not violate the terms and conditions of any grant pursuant to which said property is received by the corporation, and in the event such

disposition, gift or transfer of title or easement shall be made in furtherance of the purpose of the corporation. Furthermore, the corporation shall have all other lawful powers including the implied powers under the provisions of Chapter 273 of the Kentucky Revised Statutes and all of such powers shall be exercised in the name of the corporation.

3. To provide housing facilities and such social, recreational, commercial and community facilities as may be incidental or appurtenant thereto for persons or families of lower income.

ARTICLE III. The address of the registered office of the corporation in the Commonwealth of Kentucky is:

14 Carothers Road, Newport, Kentucky 41071

The name of the registered agent of the corporation is:

Edward Whitehead, 14 Carothers Road,  
Newport, Kentucky 41071

ARTICLE IV. The corporation shall consist of one class of members.

ARTICLE V. The names and addresses of the persons who are incorporators and who are initial directors of the corporation are as follows:

Edward Whitehead  
210 Highland Avenue  
Ft. Mitchell, Kentucky 41017

Terry Mann  
16 Douglas Drive  
Newport, Kentucky 41071

Donald Bauer  
130 Tracy Lane  
Southgate, Kentucky 41017

Kenneth Palisin  
213 Kinsey Avenue  
Cincinnati, Ohio 45219

David Grimm  
205 Bluegrass - Apt. 5  
Newport, Kentucky 41071

Harrison Mullins  
622 Central  
Newport, Kentucky 41071

Raymond Schmelein  
33 Parkview  
Newport, Kentucky 41071

ARTICLE VI. The officers and directors of this corporation shall be elected in a manner prescribed by the Articles of Incorporation and By-Laws.

ARTICLE VII. The number of directors shall be not less than seven (7) and not more than twenty-nine (29) and thereafter the affairs and business of the corporation shall be conducted by a Board of Directors consisting of not less than seven (7) nor more than twenty-nine (29) members.

ARTICLE VIII. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.

The first officers of this corporation are:

President - Edward Whitehead      Secretary - Kenneth Palisin

Vice President - Donald Bauer      Treasurer - Kenneth Palisin

In addition to the officers provided herein, the corporation may have such other officers and agents as may be appointed by the Board of Directors or in the manner provided in the By-Laws. Further, the Kentucky Housing Corporation shall have the power to appoint to the Board of Directors of the corporation a number of new directors which number shall be sufficient to constitute a majority of the Board if, and only if the corporation has received a loan or advance under KRS 198A.010 et seq., and the Kentucky Housing Corporation established under that Act determines that the loan or advance is in jeopardy of not being repaid or that the residential housing for which the loan or advance was made is in jeopardy of not being constructed. The operations of the corporation may be supervised by the Kentucky Housing Corporation and the corporation shall enter into such agreements with the Kentucky Housing Corporation from time to time requires, providing for regulation of the planning, development and management of any residential housing undertaken by the corporation and their disposition of the property and franchises.

ARTICLE IX. This corporation is not organized for profit and no part of its net earnings shall inure to the benefit of any member or director. Every member shall be deemed to have agreed that he shall not receive from the Corporation or association in repayment of his investment any sums in excess of the face value of the investment attributable to his respective interest plus cumulative dividend payments at such rate as the Kentucky Housing Corporation deems to be reasonable and proper. Sums for repayment to members shall be computed from the initial date upon which monies were paid to the Kentucky Housing Corporation in repayment of their loans.

ARTICLE X. The Articles of Incorporation may be altered, amended or repealed and new Articles of Incorporation may be adopted by a majority vote of the Directors or two-thirds of the members of the corporation present at an annual meeting or a duly summoned special meeting of the Directors or of the members of the corporation. At least ten (10) days prior written notice setting forth the proposed action shall be given to the Directors or members.

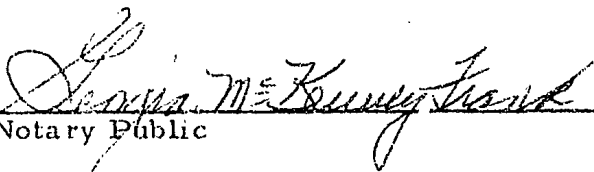
ARTICLE XI. Membership in the corporation may be terminated in the manner provided in the By-Laws of the corporation and unless otherwise provided in the By-Laws all rights of a member in the corporation shall cease on terminating his or her membership.

ARTICLE XII. The private or personal property of the incorporators, officers, directors and members, as well as their successors in office of this corporation, shall not be subject to or liable for any debts or obligations of this corporation or the payment thereof.



Grimm, Harrison Mullins and Raymond Sohnlein to be their act and deed, and the act and deed of each of them.

Given under my hand and seal of office this 19 day of December, 1974.

  
Notary Public

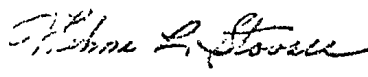

My commission expires:

JULY 19th 1976

I HEREBY CERTIFY THAT THIS INSTRUMENT HAS  
BEEN FILED IN THE  
King Meier  
OF  
LAWYERS OFFICE  
NEWPORT, KENTUCKY

ORIGINAL COPY,  
FILED  
SECRETARY OF STATE OF KENTUCKY,  
FRANKFORT, KENTUCKY

DEC 20 1974

  
SECRETARY OF STATE  


**KAUFMANN, JOHNSON & BLAU**

ATTORNEYS AND COUNSELORS AT LAW

December 19, 1974

Geo. J. Kaufmann  
Donald E. Johnson  
Bernard J. Blau  
Partners

Robert E. Bathalter  
Kurt J. Meier  
Ronald D. Perry  
Of Counsel

Fred B. Busmann  
(1870-1963)  
W. R. Seidenfaden  
(1922-1980)

Suite 200 • Lawyers Building  
Newport, Kentucky 41071  
Area Code 606 Phone 261-8280

Taylor Building • 117 Shelby Street  
Falmouth, Kentucky 41040  
Area Code 606 Phone 654-3341

Please Reply To:  
Newport office

Hon. Thelma Stovall  
Secretary of State  
Commonwealth of Kentucky  
Frankfort, Kentucky 40601

Re: Newport Neighborhood Task Force, Inc.

Dear Madame:

Enclosed please find Articles of Incorporation for the above captioned corporation, in triplicate, which I would appreciate your causing to be filed with your office.

Also enclosed is a check in the amount of \$25.00 for the filing of these Articles.

Thank you for your cooperation in this matter.

Sincerely yours,

*Kurt J. Meier*

Kurt J. Meier

KJM/am  
Enclosure