

Commonwealth of Kentucky

Department of State



Office of Secretary of State

HENRY H. CARTER, SECRETARY
DOMESTIC CORPORATION DEPARTMENT
NON-STOCK CORPORATION

I, HENRY H. CARTER, Secretary of the State of Kentucky, hereby certify that Articles of Incorporation of the

(Insert Name, Kentucky)

has this day been filed in my office.

It appearing from said Articles of Incorporation that the said Corporation has no capital stock, and no private pecuniary profit is to be derived therefrom, the said Corporation is not required by law to pay a tax on organization; and it further appearing that the aforesaid Corporation has complied with all the requirements of the law, this certificate is issued as evidence of the fact that the said Corporation is now authorized and empowered to do business in this State under its charter, subject to the restrictions imposed by the statutes of Kentucky.



SECRETARY OF STATE

Given under my hand as Secretary of State, this 15th day of February 196³

By Henry H. Carter
Secretary of State

H. P. Lyon
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
BLUE GRASS DENTAL STUDENT LOAN FUND, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT the undersigned, WILLIAM C. KRANZ, ALVIN L. MORRIS, PORTER RICHMOND, JOE W. DAUGHERTY and RALPH CONGLETON, do hereby associate to form and do hereby form a nonstock, nonprofit corporation under the provisions of Chapter 273 of the Kentucky Revised Statutes.

ARTICLE I

The name of the corporation shall be BLUE GRASS DENTAL STUDENT LOAN FUND, INC.

ARTICLE II

The purposes and objects for which the corporation is hereby formed and its powers are as follows, to-wit:

To promote, encourage, foster, further and advance the educational opportunities of dental and pre-dental students enrolled in and attending colleges and universities located within the Commonwealth of Kentucky by procuring, producing and providing funds and moneys to be used by the

corporation in providing refundable and non-refundable loans and scholarships for the use of such dental and pre-dental students as may be selected in accord with the By-Laws of the corporation, the purpose of such scholarships and loans being to assist such students during undergraduate and postgraduate studies and courses in such colleges and universities; to foster generally the maintenance of the high standards of the dental profession in the Commonwealth by assisting through refundable and non-refundable loans and scholarships deserving and qualified pre-dental and dental students through the granting thereof; to receive gifts from persons and corporations; to receive bequests and devises from persons; to administer funds received in any and all ways consistent with the purposes of the corporation; to contract and to be contracted with; to loan funds to students selected in accord with the By-Laws of the corporation upon such terms and conditions as the Board of Trustees of the corporation may from time to time deem advisable; to grant non-refundable scholarships to pre-dental and dental students enrolled in and attending colleges and universities within the Commonwealth of Kentucky in such amounts and at such times as to the Board of Trustees

of the corporation may seem advisable; to receive and administer funds, real estate and personal property of all kinds for the above purposes and to that end to take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust, for said purposes or any of them, any property, real, personal or mixed, without limitations as to amount or value, except such limitations, if any, as may be imposed by law or by these Articles of Incorporation; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend such principal or the income therefrom for any of the purposes of the corporation, either by direct action of the corporation or by means of trusts created by it, without limitation, except such limitations, if any, as may be contained in the instrument under which funds are received; to receive any property, real, personal or mixed, in trust, under the terms of any deed, will, deed of trust, or other trust instrument for the purposes of the corporation, and in administering the same to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of principal as well as income for one or more

of such purposes, if authorized or directed in the instrument under which it is received; to purchase, sell, negotiate, and otherwise deal in stocks, bonds, obligations, debentures, notes or other securities of any person or persons, corporation or corporations, domestic or foreign, for the purposes of the corporation; and in general to exercise such other powers as the Board of Trustees may deem requisite to promote the general purposes of the corporation as permitted by law to corporations of its kind and class, and to have all other powers with which such corporations are endowed.

To borrow funds for the purposes of the corporation and to execute such instruments as may be necessary to mortgage, pledge or otherwise hypothecate property, real, personal or mixed, owned by the corporation, to secure such loans; to solicit and receive funds from the public generally for the purposes of the corporation.

In the performance and furtherance of its business and objectives, the functions of this corporation shall be limited in every respect to those which may be undertaken by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations promulgated thereunder; and should this corporation for any

reason cease to function or be dissolved, all of its remaining assets and property of any nature and description whatsoever shall be transferred, distributed and paid over to a corporation which is of similar aims, purposes and limitations, which is qualified under Section 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations promulgated thereunder as a recipient of contributions and gifts deductible under Section 170 (c) of the Internal Revenue Code of 1954 and the Regulations promulgated thereunder as may be selected by the Board of Trustees. All funds, cash or other property whatsoever owned or in the possession of the corporation shall be used for the educational and charitable purposes of the corporation as heretofore set forth and none shall be used for any purposes unrelated or extraneous thereto. No part of the funds or property received as a gift from any person or corporation and no part of the net earnings, or of the principal or corpus of trust estates received by the corporation shall inure to the benefit of any director, directors, member or members of the corporation and no part thereof shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE III

The duration of this corporation shall be perpetual unless sooner dissolved by action of the Board of Trustees in accord with the provisions of Chapter 273 of the Kentucky Revised Statutes.

ARTICLE IV

The principal office of the corporation shall be located at 704 FIRST NATIONAL BANK BUILDING, Lexington, Fayette County, Kentucky, and the name of the resident agent of the corporation is and shall be William C. Kranz, First National Bank Building, Lexington, Kentucky.

ARTICLE V

There shall be no capital stock of the corporation and no officer, member or trustee, or any other person shall derive any private pecuniary profit from the operation of the corporation, except as may be allowed for services actually rendered.

ARTICLE VI

Any qualified and acting member of the Blue Grass Dental Society shall be entitled to membership in the corporation without payment of additional dues or charges. Termination

of membership in the Blue Grass Dental Society shall disqualify any such member from participation as a member in the corporation. The annual meeting of the members of the corporation shall be held concurrently with and as a part of the regular May meeting of the Blue Grass Dental Society at the time and place selected for the same and no member shall be entitled to any specific written notice thereof.

At each annual meeting of the membership of the corporation, to be held as stated aforesaid in May of each year beginning in May of 1963, the membership shall elect a Board of Trustees as provided in Article VII. Each member of the corporation in good standing at the time of the annual meeting of the corporation shall be entitled to one (1) vote.

ARTICLE VII

The Board of Trustees of the corporation shall consist of five (5) members. The names and addresses of the members of the first Board of Trustees are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William C. Kranz	<u>704 FIRST NATIONAL BANK BLDG</u> <u>LEXINGTON, KENTUCKY</u>

Alvin L. Morris

COLLEGE OF DENTISTRY - UNIV. OF KENTUCKY

LEXINGTON, KENTUCKY

Porter Richmond

HINKLE BUILDING

RICHMOND, KENTUCKY

Joe W. Daugherty

FIRST NATIONAL BANK BUILDING

LEXINGTON, KENTUCKY

Ralph Congleton

CENTRAL BANK BUILDING

LEXINGTON, KENTUCKY

The first Board of Trustees shall serve until the annual meeting of the membership of the corporation to be held in May of 1963, or until their successors are duly elected and qualify. At the annual meeting of the corporation, the membership shall elect five (5) trustees who shall serve thereafter terms of one (1) year, or until their successors are duly elected and qualify. Any member of the Board of Trustees may be elected for as many successive terms as the membership of the corporation may by its action deem advisable. All members of the Board of Trustees shall be members of the corporation in good standing at the time of their election and if at any time during the term of office of a trustee, he ceases to be a member of the corporation in good standing, he shall forthwith forfeit his office.

In the event of a vacancy on the Board of Trustees by reason of death or disqualification of any member, the Board of Trustees shall have full power and authority to elect a successor trustee to fill the unexpired term, or until a successor is duly elected and qualified following the next annual meeting of the membership.

At the first meeting of the Board of Trustees, after formation of this corporation, the Board of Trustees shall elect a Chairman of the Board and a Secretary of the Board. The Chairman of the Board shall by his office also serve as President of the corporation and the Secretary of the Board shall by his office also serve as Secretary of the corporation. Both the Chairman of the Board and the Secretary of the Board shall be members of the Board of Trustees. The Board of Trustees may designate and elect such other persons as it may deem advisable and may set the terms and qualifications of such officers and it shall not be necessary that such officers be members of the Board of Trustees.

ARTICLE VIII

The Board of Trustees shall have full power and authority to enact By-Laws to govern the conduct of the

business of the corporation and to amend or repeal the same. The Board of Trustees shall establish by By-Laws duly enacted by it procedures for the granting of refundable or non-refundable loans or scholarships and shall have full power and authority to manage and conduct the business of the corporation for the purposes herein provided.

The Board of Trustees shall have further power to amend these Articles of Incorporation.

ARTICLE IX

No member of the Board of Trustees, no member of the corporation and no person or corporation contributing funds or property to the corporation shall be personally responsible for any obligation of the corporation to any extent whatever.

WITNESS our hands at Lexington, in Fayette County, Kentucky, this 31st day of January, 1963.

William C. Kranz
William C. Kranz

Alvin L. Morris
Alvin L. Morris

Porter Richmond
Porter Richmond

Joe W. Daugherty
Joe W. Daugherty

Ralph B. Congleton
Ralph Congleton

STATE OF KENTUCKY)
COUNTY OF FAYETTE)

I, C. GIBSON DOWNING, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of Blue Grass Dental Student Loan Fund, Inc. were this day produced before me in my office in said State and County by the incorporators thereto, and that the same were thereupon acknowledged by William C. Kranz, Alvin L. Morris, Porter Richmond, Joe W. Daugherty and Ralph Congleton, to be their free and voluntary act and deed and the free and voluntary act and deed of each of them, all of which, together with this my certificate, is hereby certified to the proper office for record.

My commission expires Dec 27, 1964.

WITNESS my hand and seal of office at Lexington in Fayette County, Kentucky, this 21st day of January, 1963.

C. Gibson Downing
Notary Public, Fayette County,
Kentucky

ORIGINAL COPY
FILED AND RECORDED

Henry H. Carter

FEB 18 1963

This instrument was
prepared by

C. Gibson Downing
310 First Nat'l. Bank Bldg.
Lexington, Ky.

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

BY W. P. Lyon
ASSISTANT SECRETARY OF STATE

LAW OFFICES
STOLL, KEENON & PARK
310 FIRST NATIONAL BANK BUILDING
LEXINGTON, KENTUCKY

RODMAN W. KEENON
WILLIAM H. TOWNSEND
JAMES PARK
GAYLE A. MOHSEY
ROBERT M. ODLAR
JOHN L. DAVIS
ROBERT F. HOLLIHAN
C. WILLIAM SWINTFORD
GLADNEY HARVILLE
C. GIBSON DOWNING

LESLIE W. MORRIS II
JAMES PARK, JR.
JACKSON W. WHITE

TELEPHONE
3-1888
WALLACE MUIR
(1878-1947)
RICHARD C. STOLL
(1870-1940)

February 13, 1963

Mr. Henry H. Carter
Secretary of State
Frankfort, Kentucky

Re: Blue Grass Dental Student Loan
Fund, Inc.

Dear Mr. Carter:

Enclosed herewith please find three executed copies of the Articles of Incorporation of Blue Grass Dental Student Loan Fund, Inc., a corporation being formed under the provisions of KRS, Chapter 273. We also enclose herewith our check in the amount of \$4.00 in payment of fees. Please record these Articles and return two of the executed copies to this office.

Very truly yours,

C. Gibson Downing
C. GIBSON DOWNING
By

✓
CGD:dar

Enclosures

