

Exp of 38227
Charter



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
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DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

May 29, 1986

Mr. Thomas Beringer
NORTHERN KENTUCKY INDEPENDENT
PHARMACISTS' ASSOCIATION
P. O. Box 17354-Dixie Branch
Lakeside Park, Kentucky 41017

Re: Amendment of Corporate Charter
to Extend Period of Duration

Dear Mr. Beringer:

I am returning annual report forms for the years 1984 and 1985, a copy of the original articles of incorporation and articles of amendment, as well as your check #229 in the amount of \$8.00, all of which were recently submitted to this office.

I regret that Kentucky law does not now permit this corporation to amend its corporate charter to extend its period of duration. On April 30, 1934, the Northern Kentucky Independent Druggists' Association filed articles of incorporation which set out a period of corporate duration of "50 years unless sooner dissolved as provided by law."

Thereafter, on December 31, 1958, the corporation filed articles of amendment changing the corporate name to Northern Kentucky Pharmacists' Association. The corporation expired by the terms of its articles of incorporation on April 30, 1984. Thereafter, on October 30, 1984, the Secretary of State wrote to the corporation pointing out the existence of Kentucky statute KRS 271A.515, Survival of Remedy After Dissolution, which provides in part that any corporation dissolved by the expiration of its period of duration may amend its articles of incorporation at any time during a period of two years so as to extend its period of duration.

Some months later, the corporation telephoned our corporation filing division seeking information about complying with this statute. Thereafter, on March 11, 1986, our Director of Corporations, Ruth Ann Powers, wrote to Mr. Bill Farrell of 336 Elm Street, Ludlow, Kentucky, enclosing copies of back due annual reports and requesting that articles of amendment extending the corporate duration be submitted to this office. These documents were not received until May 28, 1986, nearly a month after the two-year period during which such amendment is permitted.

Mr. Thomas M. Beringer
Northern Kentucky Independent
Pharmacists' Association
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The corporation may file new articles of incorporation in compliance with KRS 273.247 - 273.251. I am enclosing a Summary of 1986 General Assembly Action Relating to Filings with the Secretary of State, which provides in part that articles of incorporation must now include the address of a "principal office" in addition to the requirement set out at KRS 273.247. A "principal office" is the office (in or out of this state) so designated in the annual report where the principal executive offices of a domestic or foreign corporation are located.

Fees for filing articles of incorporation are \$4.00 at this time. On and after July 15, 1986, such fee is increased to \$8.00.

If you have any questions, please do not hesitate to write or call me at (502)564-2846.

Yours very truly,

Ann Z. Stewart
General Counsel

AZS/abr
Encs