

PROJECT: LEGACY

Articles of Incorporation

ARTICLE I – NAME

The name of this corporation shall be called **PROJECT: LEGACY**. This organization will be a non-profit corporation of the Commonwealth of Kentucky. This organization is autonomous and maintains the rights to govern its own affairs, independent of denominational control.

ARTICLE II – PURPOSE

The purpose of **PROJECT: LEGACY** is to replenish the environment by planting trees that will restore America to her former health and beauty.

ARTICLE III – REGISTERED OFFICE AND AGENT

The registered office of this corporation is 135 Darby Lane, Sacramento, KY 42372. The registered agent of this corporation is Jordan A. Baize.

ARTICLE IV – GOVERNING BODY

The governing body of **PROJECT: LEGACY** is made up of three regular board members named hereafter and one chairman of the board also named hereafter. With two-thirds (2/3) vote of the board of directors additional board members may be added.

Chairman of the Board: Jordan A. Baize
135 Darby Lane
Sacramento, KY 42372

Board Members: Whitney N. Brown
962 St. Rt. 2551
Bremen, KY 42325

Marsha L. Cain
125 Boat Ramp Lane
Drakesboro, KY 42337

Jacob R. McIntosh
811 Cherry Street
Central City, KY 42330

ARTICLE V – ANNUAL MEETING

An open meeting shall take place at least once per year of all board members and owners of the organization.

ARTICLE VI – CORPORATE OWNERSHIP

The owner of this corporation is Jordan A. Baize, though other persons from time to time hereafter may become members in the manner provided by the state of Kentucky and the bylaws of this organization.

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ARTICLE VII – BYLAWS

The Board of Directors of this corporation may adopt such bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. Bylaws must be approved by the two-thirds (2/3) vote of the membership of the Board of Directors.

ARTICLE VIII – AMENDMENTS

These Articles of Incorporation may be amended by a three-fourths (3/4) approval of the Board of Directors

ARTICLE IX – DISSOLUTION

No person, firm or corporation shall ever receive any dividends, distributions or profits from the undertaking of this corporation and upon dissolution of this corporation all of its assets remaining after payment of all costs will go to causes related to the mission of this organization, which have qualified for exemption under Section 501 (C) (3) of the Internal Revenue Code. None of the assets will be distributed to any member or officer of this corporation.

ARTICLE X – OFFICERS OF THE CORPORATION

SECTION I. OFFICERS

The officers of the corporation shall be the Chairman, Vic-Chairman, Clerk, and Treasurer. The corporation may have, at the discretion of the Directors, other officers of the corporation as deemed necessary and in accordance with Section III of this Article.

I. CHAIRMAN

The Chairman shall be a board member, shall be the Chief Executive Officer of the Corporation and shall, subject to the Board of Directors, have general supervision, direction, and control of the activities and officers of the Corporation. He shall preside at all meetings of the Board of Directors. He shall be an ex officio member of all the standing committees of the Directors and otherwise, if any, and shall have powers and duties incident to the office of Chairman and as may be prescribed by the Board of Directors or the bylaws.

II. VICE-CHAIRMAN

In the absence or disability of the Chairman, the Vice-Chairman, who shall be an board member, shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice- Chairman shall have such other powers and perform such other duties incident to the office of Vice-Chairman and as from time to time may be prescribed for him by the Board of Directors or the bylaws.

III. CLERK

The Clerk shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may prescribe, of all organizational business meetings, including regular Board of Director meetings, the annual meeting,

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and any other meetings of official company business. The Clerk shall keep, or cause to be kept, a copy of the Corporation's Articles of Incorporation and bylaws, as amended to date.

IV. TREASURER

The Treasurer shall ensure that all financial activities and transactions are consistent with the Articles of Incorporation and these bylaws as well as the Kentucky Nonprofit Corporation Act; shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation; shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Directors; shall disburse, or cause to be disbursed, the funds of the Corporation as may be requested by the Board of Directors; shall render, or cause to be rendered, to the Chairman and the Board of Directors, whenever they request it, an account of all the transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as incident to the office of Treasurer and as such be prescribed by the Board of Directors; shall make, or cause to be made, the financial reports at each regular Board of Director meeting and at the annual meeting. The books of account shall at all reasonable times be open to inspection by any Director.

SECTION II. ELECTION

The officers of this corporation, except for supplementary officers or vacant positions, shall be chosen annually by the Board of Directors. Each officer shall hold his office until he resigns, he is unable to perform his duty, is found to be disqualified to serve, or until a successor is elected.

SECTION III. SUPPLEMENTAL OFFICERS

The Board of Directors may appoint, at a majority vote of the Directors, such other officers as the corporation may require for a term as needed, and with authority as determined by the Directors.

SECTION IV. REMOVAL AND RESIGNATION

Any officer may be removed upon credible grounds for disqualification. All charges shall be investigated by the Board of Directors. The board member in question will become inactive in service until a three-fourths (3/4) majority verdict is determined by the Board of Directors. Any officer may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the Chairman, or to the Clerk of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION V. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

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SECTION VI. INABILITY TO ACT

In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Assembly may select.