

**ARTICLES OF INCORPORATION**  
**OF**

**CONSERVATION AND RESEARCH INITIATIVE, INC.**

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<b>Michael G. Adams</b> <b>Kentucky Secretary of State</b> Received and Filed: 3/10/2025 10:55 AM Fee Receipt: \$8.00	

The undersigned, acting as incorporator of a non-stock, non-profit corporation under Kentucky Revised Statutes Chapter 273, as amended, for the purpose of forming such a corporation, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of the non-stock, non-profit corporation is **Conservation and Research Initiative, Inc.** (the "Corporation").

**ARTICLE II**  
**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**  
**PURPOSES AND POWERS**

Notwithstanding any provision of these Articles or the Bylaws, the Corporation shall not have any purpose, object, or power, or engage in any activity or exercise any power, that contravenes or is in conflict with the provisions of Article III, Section 1.

Section 1. The Corporation is organized and shall at all times be operated, not for profit, but for the benefit of and to carry out the long term management of conservation, scientific, and educational efforts and purposes, specifically to conserve and restore natural landscapes, promote land stewardship, and advocate for best scientific practices in ecological restoration in the Commonwealth of Kentucky and such other purposes permitted by Kentucky law.

Section 2. In furtherance of its purposes, the Corporation may engage in any and all lawful activities or pursuits for which a corporation may be incorporated under Chapter 273 of the Kentucky Revised Statutes dealing with non-stock, non-profit corporations and to exercise any and all powers that such corporations may now or hereafter exercise, whether or not specifically set forth herein, and insofar as such may not be inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or Section 1 hereof.

It is intended that the Corporation shall have the status of a corporation which is exempt from federal taxation under Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

## **ARTICLE IV**

### **DISSOLUTION**

The Board of Directors may authorize the dissolution of the Corporation by a majority of the Directors. In the event of a dissolution and liquidation, the assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

Section 1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;

Section 2. Assets held by the Corporation under condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

Section 3. All other assets which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to any other charitable organization designated by the Corporation's Board of Directors, so long as said charitable organization qualifies under the above described sections of the Code, or as later amended, and uses such assets for its exempt purpose, within the meaning of Section 501(c)(3) of the Code. In selecting such organizations to which to distribute the Corporation's assets, the Board of Directors shall give first priority to any successor organization of the Corporation; and second, to any other organizations or governmental entity with the same or substantially similar purpose to the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively under Section 501(c)(3) of the Code.

## **ARTICLE V**

### **BYLAWS**

Bylaws of the Corporation, as duly adopted or from time to time altered, amended, or repealed by the Board of Directors, shall set forth provisions for the regulation of the internal affairs of the Corporation, including, but not limited to: (i) the composition of and the manner for election and removal of the members of the Board of Directors; (ii) the composition and powers of committees of the Corporation or its Directors; (iii) the designations, qualifications and duties of officers of the Corporation, and the manner of their selection; and (iv) such other matters as may be determined by the Board of Directors.

## **ARTICLE VI**

### **REGISTERED OFFICE/AGENT**

Until otherwise changed, the registered office of the Corporation shall be located at 400 West Market Street, Suite 1800, Louisville, Kentucky 40202, and the name of its registered agent at such address is S & H Louisville, LLC.

**ARTICLE VII**  
**PRINCIPAL OFFICE**

The mailing address of the Corporation's principal office is 2516 Sandersville Road, Lexington, Kentucky 40511.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be under the supervision, management and control of a Board of Directors, which shall exercise the Corporation's power and authority, either by itself or through an Executive Committee, to the extent such committee may legally act.

The initial Board of Directors shall consist of the five (5) persons who shall serve until their successors are elected and qualified. The names and mailing addresses of the persons who are to serve as the initial directors until their successors are selected in accordance with the provisions of the Bylaws of the Corporation are listed below:

1. Griffin Bonham, 179 Hancock Street, Suite 302, Gallatin, Tennessee 37066
2. G. Burges Carey, 2640 Sandersville Road, Lexington, Kentucky 40511
3. John McMaine, 210 C.E. Barnhard Building, Lexington, Kentucky 40546
4. Nina Schultz, 2516 Sandersville Road, Lexington, Kentucky 40511
5. Leslie White, 2516 Sandersville Road, Lexington, Kentucky 40511

**ARTICLE IX**  
**DIRECTORS' LIABILITY**

No director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of his or her duties as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

If the Act is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without the necessity for further action by the Corporation in respect thereof.

**ARTICLE X**  
**INDEMNIFICATION**

Indemnification of directors, officers and agents of the Corporation may be as provided for in the Bylaws effective upon filing of this Article with the Secretary of State; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation, and shall not limit liability for (a) any transaction in which a director's personal financial interest is in conflict with the financial interest of the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct, or are known to the director to be a violation of law; or (c) or for any transaction from which the director derives an improper personal benefit.

**ARTICLE XI**  
**MEMBERSHIP**

The Corporation shall have no members, nor shall it issue shares of capital stock.

**ARTICLE XII**  
**INCORPORATOR**

The name and mailing address of the incorporator is James E. Myers, Stites & Harbison, PLLC, a Kentucky limited liability company, 400 West Market Street, Suite 1800, Louisville, Kentucky 40202.

DATED: March 10, 2025

By:

  
James E. Myers

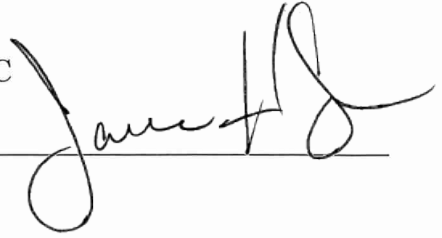
### CONSENT OF REGISTERED AGENT

The undersigned, as an authorized officer of the registered agent, hereby consents to serve as the registered agent on behalf of the Corporation.

S & H Louisville, LLC

By: \_\_\_\_\_

James Hodges

A handwritten signature in black ink, appearing to read 'James H. Hodges', is written over a horizontal line. The signature is stylized with a large initial 'J' and a prominent 'H'.