

ARTICLES OF ORGANIZATION
OF
THE FORT THOMAS ARTS COUNCIL LLC

The undersigned, acting as organizer of a non-profit Limited Liability Company under the laws of the Commonwealth of Kentucky, adopts the following Articles of Organization for such a non-profit Limited Liability Company:

ARTICLE I

The name of the non-profit Limited Liability Company shall be:

The Fort Thomas Arts Council LLC

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The address of the registered and principal office of the Limited Liability Company is:

50 Altamont Ct, Fort Thomas, KY 41075-2201

The name of the initial registered agent for service of process, located at such address is:

Randall McDonnold

ARTICLE IV

The Limited Liability Company is organized and shall be operated exclusively for charitable, educational, and cultural purposes as described within Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), including for such purposes the making of distributions to organizations and individuals for the purpose of engaging in activity falling within the purposes of the Limited Liability Company and permitted for an organization exempt under said Section 501 (c) (3).

The purposes of the Limited Liability Company shall be more specifically stated as follows:

To engage in educational and cultural activities designed to provide opportunities for children, youth and adults in our community to enjoy the arts, to provide learning opportunities for children, youth and adults in various disciplines of the arts, to contribute to the cultural well-being of our community, and to develop, enhance, advance and sustain the exercise and expression of the arts and artistic events and activities by support for and to area arts organizations and individual artists, and to such end, to solicit, promote, stimulate, acquire and receive contributions, gifts, bequests, devises, and transfers of every kind and character, to hold, manage and invest in trust, and to pay over the net income exclusively for the furtherance of the charitable purposes for which it is organized and to conduct any and all other lawful business which may be conducted by a non-profit limited liability company.

ARTICLE V

The Limited Liability Company shall be irrevocably dedicated to and operated exclusively for, non-profit purposes. No part of the net earnings of the Limited Liability Company shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Limited Liability Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI

In carrying out the corporate purposes described in Article IV, the Limited Liability Company shall have all the powers granted by the laws of the Commonwealth of Kentucky, including the power to adopt by-laws and to amend and repeal the same, the power to provide therein for the internal control, management and governance of the Limited Liability Company, the power to amend these Articles of Organization, the power to elect or appoint from the board of directors to carry out the business and purposes of the Limited Liability Company, the power to create and provide for any committees deemed by the board to be helpful to attainment of the purposes of the Limited Liability Company, and the power to do all other acts reasonably necessary or convenient to carry out the purposes and objectives of the Limited Liability Company which are consistent with these Articles of Organization and the laws of the Commonwealth of Kentucky, except as follows and as otherwise stated in these Articles:

- a) No substantial part of the activities of the Limited Liability Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Limited Liability Company shall not participate in , in intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- b) Notwithstanding any other provision of these Articles, the Limited Liability Company shall not carry on any other activities not permitted to be carried on:

- 1) By a Company exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.
 - 2) By a Company, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.
- c) If and so long as the Limited Liability Company is a private foundation as defined in Section 509 (a) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws:
- 1) The Limited Liability Company shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.
 - 2) The Limited Liability Company shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.
 - 3) The Limited Liability Company shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or any later Federal tax laws.
 - 4) The Limited Liability Company shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later tax laws.
 - 5) The Limited Liability Company shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

ARTICLE VII

The name and address of the organizer is:

ORGANIZER

Randall McDonnold

ADDRESS

50 Altamont Ct
Fort Thomas, KY 41075-2201

ARTICLE VIII

The initial Board of Directors shall consist of eight (8) Directors. The names and addresses of the initial Board of Directors are:

| <u>DIRECTOR</u> | <u>ADDRESS</u> |
|------------------------------|---|
| Bev Erschell | 84 South Shaw Lane, Fort Thomas, KY 41075 |
| Jan McDonnold | 50 Altamont Ct, Fort Thomas, KY 41075 |
| Randall McDonnold, Treasurer | 50 Altamont Ct, Fort Thomas, KY 41075 |
| Stephen Mowry | 101 Hawthorne Ave, Fort Thomas, KY 41075 |
| Tiffany Mowry | 101 Hawthorne Ave, Fort Thomas, KY 41075 |
| Darrin Murriner, Chairman | 77 Lumley Ave, Fort Thomas, KY 41075 |
| Judith Sarakatsannis | 29 Pleasant Ridge, Fort Thomas, KY 41075 |
| Chris Smith | 9 Homestead Place, Fort Thomas, KY 41075 |

ARTICLE IX

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Limited Liability Company shall be governed by the By-Laws.

Any director may be removed for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

ARTICLE X

- a) The directors, officers, employees and members of this Limited Liability Company shall not be held personally liable for any debt or obligation of the Limited Liability Company solely because of their position in the Limited Liability Company.

- b) Any person serving on the Board of Directors of this Limited Liability Company shall not be held personally liable for monetary damages resulting from breach of his/her duties as a director unless such act, omission or breach:
- 1) Concerned or concerns a transaction in which the director's personal financial interest was or is in conflict with the financial interests of the Limited Liability Company;
 - 2) Was not in good faith or involved or involves intentional misconduct on the part of the director;
 - 3) was known by the director to be a violation of law;
 - 4) resulted in an improper personal benefit to the director.

ARTICLE XI

The Limited Liability Company may indemnify any director or officer or former director or officer of the Limited Liability Company against any expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which s/he is made a party by reason of being or having been such director or officer, except in relation to matters as to which s/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Limited Liability Company. The Limited Liability Company may make any other indemnification permitted by law and authorized by its Articles of Organization, or its By-laws or a resolution adopted after notice to members entitled to vote.

ARTICLE XII

In the event of dissolution of the Limited Liability Company, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Limited Liability Company, dispose of all assets of the Limited Liability Company exclusively for the purposes of the Limited Liability Company, in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), as the Board of Directors shall determine and in keeping with the purposes of the Limited Liability Company as declared in Article IV of these Articles of Organization.

