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Michael G. Adams  
Kentucky Secretary of State  
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## ARTICLES OF INCORPORATION

of

### PLEASANT VIEW METHODIST CHURCH, INC.

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming and does hereby form a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 *et. seq.*, in accordance with the following provisions:

#### ARTICLE I NAME

The name of the Corporation is Pleasant View Methodist Church, Inc.

#### ARTICLE II PURPOSES

The Corporation is a Kentucky nonprofit corporation organized and operated exclusively for religious and charitable purposes as may qualify it for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code") and the Treasury Regulations promulgated thereunder (the "Regulations"), and as may qualify contributions to it for deduction under section 170(c)(2) of the Code and the Regulations promulgated thereunder. In furtherance of the foregoing, the Corporation shall:

(a.) Promote, encourage, foster and engage in the dissemination of religious, spiritual and moral teaching and instruction for the support of public worship in accordance with the teachings of Jesus Christ as found in the Bible, through all legitimate means.

(b.) Have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Kentucky Nonprofit Corporation Act (the "Act"), including without limitation, the general powers enumerated in KRS 273.171 except to the extent prohibited by these Articles of Incorporation.

(c.) **Prohibited Activities.**

(A) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(B) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. The Corporation is expressly precluded from advancing or loaning its Directors, officers or employees any money or property.

(C) The Corporation shall not in any manner nor to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(D) As limited by Section 501(c)(3) of the Code, the Corporation shall not devote more than an insubstantial part of its activities to influencing legislation or carrying on propaganda within the meaning of Section 4945(e) of the Code.

(E) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(F) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of these Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

### **ARTICLE III TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE IV DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3). The number of Directors shall be fixed in, or in accordance with, the Corporation's Bylaws. Annual elections will be held by the Board of Directors.

The names and mailing addresses of the initial Board of Directors are as follows:

Cheryl Cole  
505 Stringtown Road  
Williamsburg, Kentucky 40769

Deborah Moses  
97 W. Church Street  
Williamsburg, Kentucky 40769

Les Moses  
P.O. Box 70  
Emlyn, Kentucky 40730

#### **ARTICLE V REGISTERED OFFICE, REGISTERED AGENT AND INCORPORATOR**

The street address of the initial registered office of the corporation is 97 W. Church Street, Williamsburg, Kentucky 40769. The name of the initial registered agent at that address is Deborah Moses.

The incorporator is Deborah Moses; her mailing address is 97 W. Church Street, Williamsburg, Kentucky 40769.

#### **ARTICLE VI PRINCIPAL OFFICE**

The mailing address of the Corporation's principal office is 146 Ben Jones Loop, Williamsburg, Kentucky 40769.

#### **ARTICLE VII CONTRACTS OR TRANSACTION OF BUSINESS WITH DIRECTORS AND OFFICERS**

No pecuniary profit shall be received by any Director or officer from the operations of the Corporation by reason of his or her status as a Director or officer. Any contract or transaction of business between the Corporation and one or more of its Directors or officers, or with any corporation or other legal entity of which any of its

Directors or officers is a stockholder, director, trustee or officer, shall not be invalidated or affected solely by the fact that such Director or Directors, or officer or officers, have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, that a Director or officer who holds such a position or who has or may have such an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any such contract or transaction, although he or she may be counted in determining the existence of a quorum. In addition to the foregoing, the Corporation shall have and maintain a conflict of interest policy applicable to its officers and Directors.

## **ARTICLE VIII AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto. Said amendment shall be adopted by the Board of Directors, upon receiving the vote of a majority of the Directors in office, if the Corporation has no members. If the Corporation has members, said amendment shall be proposed by the Board of Directors of the Corporation, submitted to a vote at a meeting of members entitled to vote thereon, and adopted upon receiving two-thirds (2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast. No amendment shall be allowed which would in any way jeopardize the Corporation's tax exemption under section 501 of the Code.

## **ARTICLE IX DISSOLUTION**

Upon the Corporation's liquidation or dissolution, its assets, if any, remaining after payment (or provision for payment) of all of its liabilities, shall be distributed to an organization that is organized and operated exclusively for religious purposes and is tax-exempt under section 501(c)(3) of the Code, and the applicable rules and Regulations thereunder.

## **ARTICLE X LIMITATION OF DIRECTOR LIABILITY**

No director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a director except for liability:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests 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) For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article X to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

*[End of text; signature page follows]*

Executed by the undersigned incorporator as of the 7<sup>th</sup> day November, 2022.

INCORPORATOR:



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Deborah Moses, Incorporator

PREPARED BY:



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Michael N. Fine  
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