

1335603.09mmoore
ADD**Michael G. Adams**
Kentucky Secretary of StateReceived and Filed:
1/23/2024 11:01 AM
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION OF
RGL REGIONAL INDUSTRIAL DEVELOPMENT AUTHORITY**

The Fiscal Courts of Rockcastle, Garrard, and Lincoln (hereinafter the "Counties"), in order to form a nonstock, nonprofit corporation as an agency and instrumentality of said Counties, by resolution adopted by the Rockcastle County Fiscal Court on June 13, 2023, by resolution adopted by the Garrard County Fiscal Court on December 27, 2023, and by resolution adopted by the Lincoln County Fiscal Court on November 14, 2023, and pursuant to the terms of an Interlocal Cooperation Agreement by and between the Counties, have authorized and directed the undersigned incorporator to organize and form a corporation pursuant to the provisions of Sections 273.161 through 273.390 of the Kentucky Revised Statutes, as permitted by Section 58.180 of the Kentucky Revised Statutes, as herein provided:

**ARTICLE I
(Name)**

The name of the corporation shall be RGL Regional Industrial Development Authority, Inc. ("Authority"), by which it may contract and be contracted with, sue and be sued, adopt a corporate seal and conduct its business.

**ARTICLE II
(Perpetual Existence)**

The Authority shall have perpetual existence, subject to the dissolution provisions of the aforesaid statutes, and further subject to the provisions of any interlocal agreement entered into by the incorporating counties for the contemplated project described in Article III(a)(i).

**ARTICLE III
(Purposes)**

The purposes for which this Authority is formed are:

(a) To act as an independent agency and instrumentality and the constituted authority of the Counties in the acquisition, financing and development of a specific regional industrial park project ("Project"), described in detail below, pursuant to the provisions of applicable Kentucky law, and thereby accomplish a public purpose of said Counties;

(i) The project shall be the RGL Regional Industrial Park located in Rockcastle County, Kentucky. The descriptions and locations are as follows:

Boundary Retracement Survey Cummins and Goff Plat Book 6, Page 104, Slide 1704; and
Boundary Retracement Survey Kevin Hamm & Cox Real Estate, LLC Plat Book 6, Page 105, Slide 1705.;

(b) To conduct the business and affairs of the Authority so that no profit or income from the operation thereof shall inure to the benefit of any director or officer of the Authority.

**ARTICLE IV
(Corporate Powers)**

This Authority shall have and exercise all of the powers available to nonprofit corporations in Section 273.171 of the Kentucky Revised Statutes.

**ARTICLE V
(Nonstock, Nonprofit Corporation)**

This Authority shall have no capital stock, shall have no power to issue certificates of stock or to declare dividends, and is not formed for and shall not be operated for profit, and any net revenues of this Authority, beyond those necessary for retirement of indebtedness or implementation of the public purpose or purposes of this Authority shall not inure to the benefit of any person other than the Counties, and the Authority shall be created and operated solely and only to accomplish the public purpose of the Counties as more particularly described in Article III(a)(i).

**ARTICLE VI
(Limitation of Use of Assets)**

All of the assets and earnings of the Authority shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; no part of the net earnings of this Authority shall inure to the benefit of any individual and no substantial part of its activities shall be for political purposes, participating in or intervening in a political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office, the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Authority engage in any activity which may affect the status of the Authority as a nonstock, nonprofit corporation exempt from federal and Kentucky income taxes within the meaning of the Internal Revenue Code of 1986 (as now and hereafter amended) and the Kentucky Revised Statutes, and with interest on its obligations being exempt from federal and Kentucky income taxes under said Code and Statutes.

**ARTICLE VII
(Registered Office & Agent)**

The Address of the registered office and the name of the initial registered agent of the Authority in this State is as follows:

**MMLK Inc.
201 East Main Street, Suite 900
Lexington, Kentucky 40507**

**ARTICLE VIII
(Principal Office)**

The principal office of the Authority shall be located at:

**205 East Main Street, No. 2237
Mt. Vernon, Kentucky 40456**

**ARTICLE IX
(Board of Directors)**

The affairs and business of the Authority shall be conducted by a Board of Directors composed of six (6) members appointed by the county judges/executive of the following counties: Rockcastle, Garrard, and Lincoln. The Directors may make and adopt Bylaws, elect officers of the Authority, and do all other things necessary and incident to carrying out the purposes of the Authority, not inconsistent with these Articles of Incorporation or the laws of the Commonwealth of Kentucky.

The initial members constituting the Board of Directors shall be those appointed by the collective group of county judges/executive from each participating county. Of these appointments, two members shall be appointed for two (2) years, two members shall be appointed for three (3) years, and two members shall be appointed for four (4) years. Upon expiration of these initial staggered terms, successors shall be appointed for a term of four (4) years in accordance with the Membership Agreement and any amendments thereto executed by the counties of Rockcastle, Garrard, and Lincoln. The names and addresses of the initial members are as follows:

<u>Name</u>	<u>Address</u>	<u>Term of Expiration</u>
Anthony Roy	221 Hancock Way Lancaster, Kentucky 40444	Four (4) Years
Chris Whitworth	57 Public Square Lancaster, Kentucky 40444	Two (2) Years
Jeremy Todd	665 Valley View Road Stanford, Kentucky 40484	Two (2) Years
Shay Pendencygraft	P.O. Box 343 Hustonsville, Kentucky 40484	Three (3) Years
John Ford	45 E. Main Street Mount Vernon, Kentucky 40456	Four (4) Years
David King, Jr.	261 Sunset Ridge Road Mount Vernon, Kentucky 40456	Three (3) Years

The Board of Directors shall have the right immediately to transact business upon behalf of the Authority after these Articles of Incorporation have been filed in the office of the Secretary of the Commonwealth of Kentucky and in the office of the County Clerk in Kentucky wherein the principal office of the Authority is located.

**ARTICLE X
(Incorporators)**

The names and addresses of the incorporators of the Authority are the same as those of the initial members listed in Article IX hereto.

**ARTICLE XI
(Corporate Officers)**

The officers of the Authority shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer, who shall be elected or appointed by the Board of Directors at such time and in such manner and for such terms as provided in the Bylaws of the Authority. If desired, the Authority may appoint an assistant to each of the officers.


**ARTICLE XII
(No Personal Liability)**

The private property of the Incorporators, Directors and officers shall not be subject to or in any way liable for any debt or contract of this Authority.

**ARTICLE XIII
(Dissolution)**

Withdrawal from participation in the Authority, and dissolution of the Authority, shall be governed by KRS 154.50-330, or any successor statute or amendment thereto.

IN TESTIMONY WHEREOF, witness the signature of the Incorporators this
19th day of January, 2024.



Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

COMMONWEALTH OF KENTUCKY

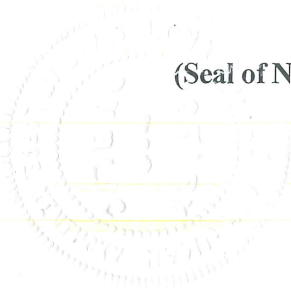
COUNTY OF Lincoln

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the RGL Regional Industrial Development Authority, Inc. were on this day produced to me in said County and State by David King, personally known to me to be the Incorporators mentioned in the foregoing Articles of Incorporation, and said incorporators acknowledged before me the execution of said instrument to be their free act and deed.

IN TESTIMONY WHEREOF, witness my signature and notarial seal this 19 day of Jan, 2024.

My commission expires: 07/05/25

(Seal of Notary)



[Signature]
Notary Public, Commonwealth at Large, Kentucky

THIS INSTRUMENT WAS PREPARED BY:

Anne-Tyler Morgan, Esq.
McBrayer PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507

The Board of Directors shall have the right immediately to transact business upon behalf of the Authority after these Articles of Incorporation have been filed in the office of the Secretary of the Commonwealth of Kentucky and in the office of the County Clerk in Kentucky wherein the principal office of the Authority is located.

**ARTICLE X
(Incorporators)**

The names and addresses of the incorporators of the Authority are the same as those of the initial members listed in Article IX hereto.

**ARTICLE XI
(Corporate Officers)**

The officers of the Authority shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer, who shall be elected or appointed by the Board of Directors at such time and in such manner and for such terms as provided in the Bylaws of the Authority. If desired, the Authority may appoint an assistant to each of the officers.


**ARTICLE XII
(No Personal Liability)**

The private property of the Incorporators, Directors and officers shall not be subject to or in any way liable for any debt or contract of this Authority.

**ARTICLE XIII
(Dissolution)**

Withdrawal from participation in the Authority, and dissolution of the Authority, shall be governed by KRS 154.50-330, or any successor statute or amendment thereto.

IN TESTIMONY WHEREOF, witness the signature of the Incorporators this 19th day of January, 2024.



Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

COUNTY OF Barrard

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the RGL Regional Industrial Development Authority, Inc. were on this day produced to me in said County and State by Chris Whitworth, personally known to me to be the Incorporators mentioned in the foregoing Articles of Incorporation, and said incorporators acknowledged before me the execution of said instrument to be their free act and deed.

IN TESTIMONY WHEREOF, witness my signature and notarial seal this 19 day of January, 2024.

My commission expires: July 13, 2024

(Seal of Notary)

Elijah McPherson ID#10743
Notary Public, Commonwealth at Large, Kentucky

THIS INSTRUMENT WAS PREPARED BY:

Anne-Tyler Morgan, Esq.
McBrayer PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507

The Board of Directors shall have the right immediately to transact business upon behalf of the Authority after these Articles of Incorporation have been filed in the office of the Secretary of the Commonwealth of Kentucky and in the office of the County Clerk in Kentucky wherein the principal office of the Authority is located.

**ARTICLE X
(Incorporators)**

The names and addresses of the incorporators of the Authority are the same as those of the initial members listed in Article IX hereto.

**ARTICLE XI
(Corporate Officers)**

The officers of the Authority shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer, who shall be elected or appointed by the Board of Directors at such time and in such manner and for such terms as provided in the Bylaws of the Authority. If desired, the Authority may appoint an assistant to each of the officers.

**ARTICLE XII
(No Personal Liability)**

The private property of the Incorporators, Directors and officers shall not be subject to or in any way liable for any debt or contract of this Authority.

**ARTICLE XIII
(Dissolution)**

Withdrawal from participation in the Authority, and dissolution of the Authority, shall be governed by KRS 154.50-330, or any successor statute or amendment thereto.

IN TESTIMONY WHEREOF, witness the signature of the Incorporators this 19 day of January, 2024.



Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

COMMONWEALTH OF KENTUCKY

COUNTY OF Garrard

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the RGL Regional Industrial Development Authority, Inc. were on this day produced to me in said County and State by Paul Anthony Roy, personally known to me to be the Incorporators mentioned in the foregoing Articles of Incorporation, and said incorporators acknowledged before me the execution of said instrument to be their free act and deed.

IN TESTIMONY WHEREOF, witness my signature and notarial seal this 19 day of January, 2024.

My commission expires: 12/7/24

(Seal of Notary) KYNP19405

[Signature]
Notary Public, Commonwealth at Large, Kentucky

THIS INSTRUMENT WAS PREPARED BY:

Anne-Tyler Morgan, Esq.
McBrayer PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507

The Board of Directors shall have the right immediately to transact business upon behalf of the Authority after these Articles of Incorporation have been filed in the office of the Secretary of the Commonwealth of Kentucky and in the office of the County Clerk in Kentucky wherein the principal office of the Authority is located.

**ARTICLE X
(Incorporators)**

The names and addresses of the incorporators of the Authority are the same as those of the initial members listed in Article IX hereto.

**ARTICLE XI
(Corporate Officers)**

The officers of the Authority shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer, who shall be elected or appointed by the Board of Directors at such time and in such manner and for such terms as provided in the Bylaws of the Authority. If desired, the Authority may appoint an assistant to each of the officers.


**ARTICLE XII
(No Personal Liability)**

The private property of the Incorporators, Directors and officers shall not be subject to or in any way liable for any debt or contract of this Authority.

**ARTICLE XIII
(Dissolution)**

Withdrawal from participation in the Authority, and dissolution of the Authority, shall be governed by KRS 154.50-330, or any successor statute or amendment thereto.

IN TESTIMONY WHEREOF, witness the signature of the Incorporators this 19th day of January, 2024.



Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

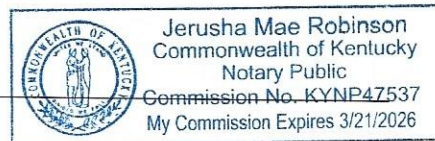
COMMONWEALTH OF KENTUCKY

COUNTY OF Rockcastle

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the RGL Regional Industrial Development Authority, Inc. were on this day produced to me in said County and State by John P. Ford, personally known to me to be the Incorporators mentioned in the foregoing Articles of Incorporation, and said incorporators acknowledged before me the execution of said instrument to be their free act and deed.

19th IN TESTIMONY WHEREOF, witness my signature and notarial seal this day of January 2024.

My commission expires: _____



(Seal of Notary)

Jerusha Robinson
Notary Public, Commonwealth at Large, Kentucky

THIS INSTRUMENT WAS PREPARED BY:

Anne-Tyler Morgan, Esq.
McBrayer PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507

The Board of Directors shall have the right immediately to transact business upon behalf of the Authority after these Articles of Incorporation have been filed in the office of the Secretary of the Commonwealth of Kentucky and in the office of the County Clerk in Kentucky wherein the principal office of the Authority is located.

**ARTICLE X
(Incorporators)**

The names and addresses of the incorporators of the Authority are the same as those of the initial members listed in Article IX hereto.

**ARTICLE XI
(Corporate Officers)**

The officers of the Authority shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer, who shall be elected or appointed by the Board of Directors at such time and in such manner and for such terms as provided in the Bylaws of the Authority. If desired, the Authority may appoint an assistant to each of the officers.

**ARTICLE XII
(No Personal Liability)**

The private property of the Incorporators, Directors and officers shall not be subject to or in any way liable for any debt or contract of this Authority.

**ARTICLE XIII
(Dissolution)**

Withdrawal from participation in the Authority, and dissolution of the Authority, shall be governed by KRS 154.50-330, or any successor statute or amendment thereto.

IN TESTIMONY WHEREOF, witness the signature of the Incorporators this 22nd day of January, 2024.



Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

COMMONWEALTH OF KENTUCKY

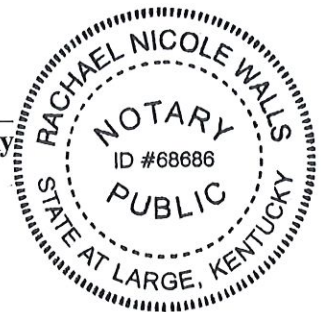
COUNTY OF Lincoln

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the RGL Regional Industrial Development Authority, Inc. were on this day produced to me in said County and State by Jeremy Todd, personally known to me to be the Incorporators mentioned in the foregoing Articles of Incorporation, and said incorporators acknowledged before me the execution of said instrument to be their free act and deed.

IN TESTIMONY WHEREOF, witness my signature and notarial seal this 22 day of Jan, 2024.

My commission expires: March 10, 2027

(Seal of Notary) Rachael Nicole Walls
Notary Public, Commonwealth at Large, Kentucky



THIS INSTRUMENT WAS PREPARED BY:

Anne-Tyler Morgan, Esq.
McBrayer PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507

The Board of Directors shall have the right immediately to transact business upon behalf of the Authority after these Articles of Incorporation have been filed in the office of the Secretary of the Commonwealth of Kentucky and in the office of the County Clerk in Kentucky wherein the principal office of the Authority is located.

**ARTICLE X
(Incorporators)**

The names and addresses of the incorporators of the Authority are the same as those of the initial members listed in Article IX hereto.

**ARTICLE XI
(Corporate Officers)**

The officers of the Authority shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer, who shall be elected or appointed by the Board of Directors at such time and in such manner and for such terms as provided in the Bylaws of the Authority. If desired, the Authority may appoint an assistant to each of the officers.

**ARTICLE XII
(No Personal Liability)**

The private property of the Incorporators, Directors and officers shall not be subject to or in any way liable for any debt or contract of this Authority.

**ARTICLE XIII
(Dissolution)**

Withdrawal from participation in the Authority, and dissolution of the Authority, shall be governed by KRS 154.50-330, or any successor statute or amendment thereto.

IN TESTIMONY WHEREOF, witness the signature of the Incorporators this 22nd day of January, 2024.



Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

COMMONWEALTH OF KENTUCKY

COUNTY OF Lincoln

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the RGL Regional Industrial Development Authority, Inc. were on this day produced to me in said County and State by Shay Pendygraft, personally known to me to be the Incorporators mentioned in the foregoing Articles of Incorporation, and said incorporators acknowledged before me the execution of said instrument to be their free act and deed.

IN TESTIMONY WHEREOF, witness my signature and notarial seal this 22 day of Jan, 2024.

My commission expires: March 10, 2027

(Seal of Notary)

Rachael Nicole Walls
Notary Public, Commonwealth at Large, Kentucky



THIS INSTRUMENT WAS PREPARED BY:

Anne-Tyler Morgan, Esq.
McBrayer PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507

COMMONWEALTH OF KENTUCKY

COUNTY OF _____

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Articles of Incorporation of the RGL Regional Industrial Development Authority, Inc. were on this day produced to me in said County and State by _____, personally known to me to be the Incorporators mentioned in the foregoing Articles of Incorporation, and said incorporators acknowledged before me the execution of said instrument to be their free act and deed.

IN TESTIMONY WHEREOF, witness my signature and notarial seal this _____ day of _____, 2024.


My commission expires: _____

(Seal of Notary)

Notary Public, Commonwealth at Large, Kentucky

WRITTEN CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Keeana Boarman, as an authorized representative of MMLK, Inc., hereby consents to act as initial registered agent of the Corporation, this 22nd day of January, 2024.


Keeana Boarman, Authorized
Representative of MMLK, Inc.

THIS INSTRUMENT WAS PREPARED BY:

Anne-Tyler Morgan, Esq.
McBrayer PLLC
201 East Main Street, Suite 900
Lexington, Kentucky 40507