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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
POWELL CEMETERY FUND, 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 Powell Cemetery Fund, Inc. (the “Corporation”).

ARTICLE II
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE AND POWERS

The Corporation is incorporated exclusively for the purpose of aiding in the cost of operating, maintaining, and improving Powell Cemetery which is a non-profit cemetery owned and operated by the City of LaFayette in Christian County, Kentucky. Consistent with the foregoing purposes, the Corporation may engage in any lawful activity that may be incidental or reasonably necessary to any of the foregoing purposes and may exercise all powers now or hereafter available to non-profit corporations organized under KRS Chapter 273 unless otherwise limited by the laws applicable to organizations exempt from federal income tax under the Internal Revenue Code. The Corporation shall conduct and carry on its work not for profit and in such a manner that no part of its income or property shall inure to the private benefit of any donor, member, trustee or individual having a personal or private interest in the activities of the Corporation or any other non-profit corporation.

Subject to any limitations prescribed by law or by these Articles, the Corporation may accept gifts, bequests, grants, or similar contributions of property, whether real, personal, or mixed, and may purchase, pledge, mortgage, sell, convey, or otherwise deal with real or personal property in furtherance of the Corporation's purpose. The retention, administration, and distribution of such property shall be in accordance with the terms of these Articles of Incorporation and the Corporation's bylaws.

ARTICLE IV BOARD OF DIRECTORS

The business and affairs of the Corporation shall be governed by its Board of Directors. The initial Board of Directors shall serve until the first annual election of directors and until their successors are elected and qualify. A director may be removed from office in accordance with the terms of the Corporation's bylaws. The number of directors constituting the original Board of Directors shall be three (3), and the names and mailing addresses of the persons who are to serve as the initial directors are:

1. Timothy A. Murphy, 515 Pyle Lane, Hopkinsville, Kentucky 42240;
2. Robert K. Allen, 150 Troon Road, Paducah, Kentucky 42001; and
3. David Alan Brame, 7900 Striped Bridge Road, Hopkinsville, Kentucky 42240.

The bylaws of the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors. The bylaws shall identify and provide for the method of election or appointment of the directors and officers of the Corporation.

ARTICLE V PROHIBITED TRANSACTIONS

The Corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the net earnings or profit of the Corporation shall inure to the benefit of or be distributable to any incorporator, director, officer, or other private person. However, the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf, pay reimbursements for expenses incurred on its behalf, and make payments and distributions in furtherance of the purposes set forth in the Article III herein; and no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of net earnings or profit. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170 of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE VI
PRINCIPAL OFFICE, REGISTERED AGENT & REGISTERED AGENT ADDRESS

The Corporation's initial principal office address is 515 Pyle Lane, Hopkinsville, Kentucky 42240.

The name and address of the Corporation's initial registered agent is Timothy A. Murphy, 515 Pyle Lane, Hopkinsville, Kentucky 42240.

ARTICLE VII
LIMITATION ON 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 (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests 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 derives an improper personal benefit. If the Kentucky Revised Statutes are amended after approval of these Articles 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. No repeal or modification of the provisions of this Article, either directly or by the adoption of provisions inconsistent with this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such release or modification.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify each of its directors and officers who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding so long as he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Except as provided hereinbelow, any such indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable

standard of conduct set forth above. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were or are not parties to such action, suit, or proceedings.

Expenses (including attorneys' fees and expenses) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding if authorized by the Board of Directors and upon receipt of an undertaking by or on behalf of the directors or officer to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and expenses) actually and reasonably incurred by him in connection therewith, without any further determination that he or she has met the applicable standard of conduct set forth above.

ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all liabilities of the Corporation, any and all property owned by the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets of the Corporation not so distributed shall be disposed of by the Circuit Court 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 for such purposes.

ARTICLE X
TAX EXEMPT STATUS

It is intended that this Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation as defined by Section 509 of the Internal Revenue Code. All terms and provisions of the Corporation's Articles of Incorporation and bylaws shall be construed, applied, and carried out in accordance with such intent.

ARTICLE XI
INCORPORATOR

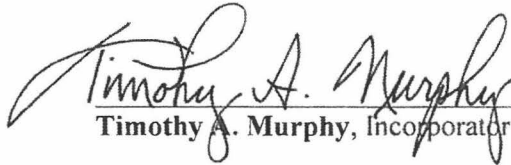
The name and address of the Corporation's incorporators are Robert K. Allen, 150 Troon Road, Paducah, Kentucky 42001, and Timothy A. Murphy, 515 Pyle Lane, Hopkinsville, Kentucky 42240.

These Articles of Incorporation shall be effective upon the filing of these Articles with the Kentucky Secretary of State.

IN WITNESS WHEREOF, the undersigned being the persons hereinabove named as the Incorporators of the Corporation have executed these Articles of Incorporation as of the 20th day of March, 2024.

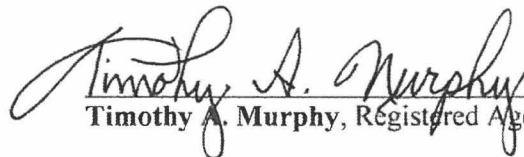


Robert K. Allen, Incorporator


Timothy A. Murphy, Incorporator

CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 273, I hereby consent to serve as the registered agent on behalf of Powell Cemetery Fund, Inc.


Timothy A. Murphy, Registered Agent

I hereby certify that the foregoing instrument was drafted by Grumley, Riley & Stewart, P.S.C., 1634 Broadway, P.O. Box 1655, Paducah, Kentucky 42002-1655.

By: 
Whitney Englert Riley