

## Non-profit Corporation

For the purpose of forming a non-profit corporation in Kentucky pursuant to KRS Chapter 273, the undersigned incorporator hereby submits the following Articles of Incorporation to the Office of Secretary of State for filing:

### Article I. Name

The name of the non-profit corporation is **Psalm 82:3 Mission, Inc.**, hereinafter referred to as the “Corporation.”

### Article II. Registered Office

The street address of the Corporation’s initial, registered office is:

**3304 Beaver Creek Dr., Lexington, Kentucky 40515.**

### Article III. Mailing Address

The mailing address of the Corporation’s principal office is:

**P.O. Box 23259, Lexington, Kentucky 40523.**

### Article IV. Registered Agent

The Corporation’s initial Registered Agent is **Matthew Raymond Lee**, and his address is 3304 Beaver Creek Dr., Lexington, Kentucky 40515.

### Article V. Incorporator

The name and address of the Incorporator is, **Spurlock Law, PLLC**, its address is 2154 Fayette Dr., Richmond, Kentucky 40475.

### Article VI. Board of Directors

The number of directors constituting the initial Board of Directors is **five (5)**. The names and mailing addresses of the persons serving as the initial board of directors, all of whom are citizens of the United States, are as follows:

4. **Bill Douglas Lee**, 468 N 1260 W, Deputy, Indiana 47230

5. **Jennifer Polnisch**, 256 Ferndale Pass, Lexington, Kentucky 40511

## **Article VII. Purpose**

(1) The Corporation is organized exclusively for nonprofit charitable, religious or educational purposes, as defined Section 501 (c) (3) of the Internal Revenue Code or other related Federal tax law. No part of its income, net earnings or property shall inure to the private benefit of any donor, Director, or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered. Furthermore, it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(2) In carrying out its exclusive nonprofit charitable, religious or educational purpose as set forth above, the Corporation will provide:

- (a) financial, medical, educational, nutritional, and spiritual support to specific orphanage(s), as identified by the Corporation's Directors, and orphaned children in Liberia, Africa;
- (b) orphanage staff salaries and Corporation staff salaries for work performed in the interest of carrying out the purpose of the Corporation;
- (c) orphanage and related facilities rent; and
- (d) basic living necessities to orphaned children in Liberia, Africa.

(3) Furthermore, the Corporation will send persons from the United States of America, and possibly other countries, on mission trips to help oversee and carryout the aforementioned activities, and/or to perform needed labor to help orphanages or orphaned children. The organization will work in concert with established orphanages to carry out these purposes, or may establish orphanages to carry out these purposes.

(4) Furthermore, in order to finance and carry out the purposes stated in this Article, the Corporation will:

- (a) solicit and acquire cash donations and sponsorships;
- (b) accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing,

(g) engage in any and all activities which the Corporation's Directors may determine necessary or appropriate to effectuate the purposes for which the Corporation is organized to the extent that any activity is consistent with the provisions of Chapter 273 of the Kentucky Revised Statutes, any other applicable law or statute of the Commonwealth of Kentucky, or section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

(4) In carrying out the activities set forth in Article VII (4), the Corporation shall ensure that all such activities are consistent with the purpose of the Corporation, the Chapter 273 of the Kentucky Revised statutes, section 501(c)(3) of the Internal Revenue Code or corresponding provision of any subsequent Federal tax laws.

(5) The Corporation is strictly prohibited from engaging in any activity that conflicts with the purposes set forth in this Article, any activities which in themselves are not in furtherance of one or more exempt purpose(s), and any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(6) While the Corporation is formed to be a nonprofit, 501(c)(3) charitable organization, and notwithstanding any provision set forth in these Articles, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Internal Revenue Code, or in corresponding provisions of any subsequent Federal tax laws, then:

- (a) The Corporation 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 by corresponding provisions of any subsequent Federal tax laws.
- (b) The Corporation shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or in corresponding provisions of any subsequent Federal tax laws.
- (c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, or in corresponding provisions of any subsequent Federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or under corresponding provisions of any subsequent Federal tax laws.



## **Article IX. Distribution of Assets Upon Dissolution**

Even though the Corporation is formed to be one having a perpetual duration, in the unforeseen event the Corporation must dissolve, this Article declares requirements for distribution of assets. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) 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 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 for such purposes.

## **Article X. Members and Advisory Council**

There shall be no members of the Corporation. The Corporation, however, will have an Advisory Council which will provide advice to the Board of Directors. The manner of election or appointment, as well as the qualifications and rights of the Advisory Council shall be set forth in the Bylaws. The Board of Directors shall not be bound by any decisions or direction of the Advisory Council. The Advisory Council shall not be construed as members of the Corporation.

## **Article XI. Prohibition of Stock, Shareholders and Dividends**

The Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income or profit of a corporation shall be distributed to its Directors or officers. The Corporation may, however, pay compensation in a reasonable amount to its Directors, Officers or Employees for services rendered, consistent with Article VII (1), other provisions of these Articles, and Section 501(c)(3) of the Internal Revenue Code.

## **Article XII. Limitation of Director Liability**

Personal liability of Directors may be eliminated or limited by the Bylaws of the Corporation, except that such elimination or limitation of liability cannot be: 1) inconsistent with KRS Chapter 273 or other applicable Kentucky law; 2) extended to acts or omissions where a Director's personal financial interest is in conflict with the financial interests of the Corporation; 3) extended to cover any Director's acts or omissions taken in bad faith, and/or that involve


**(1) – Incorporator**

I, Barry S. Spurlock, Esq., attorney acting on behalf of Spurlock Law, PLLC, declare, under penalty of perjury as set by the laws of the Commonwealth of Kentucky, that the foregoing is true and correct.

 3/22/15  
Signature of Incorporator Date

**(2) – Registered Agent**

I, Matthew Raymond Lee, a Director for the Corporation, hereby consent to serve as the Registered Agent on behalf of the Corporation.

 3/22/15  
Signature of Registered Agent Date