

**ARTICLES OF INCORPORATION**  
**OF**  
**KENTUCKY YOUTH LAW PROJECT, INC.**

WE THE UNDERSIGNED, having associated for the purposes of forming a nonprofit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273 of the Kentucky Revised Statutes, hereby certify as follows:

**ARTICLE I**

The name of this corporation is **KENTUCKY YOUTH LAW PROJECT, INC.**

**ARTICLE II**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

The address of the registered office of the Corporation is 820 Tremont Avenue, Lexington, Kentucky 40502.

The name of the initial registered agent for service of process located at such address is Elston Law Office, PLLC, a Kentucky domestic limited liability company, Keith D. Elston, Manager.

The principal office of the Corporation is located at 820 Tremont Avenue, Lexington, Kentucky 40502. Other places of business in said city or elsewhere may be designated by resolution of the Board of Directors.

**ARTICLE IV**

The Corporation is organized and shall operate exclusively for charitable and educational 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 Corporation and permitted for an organization exempt under Section 501(c)(3).

The purposes of the Corporation shall be more specifically described as follows:

To enhance and protect the legal rights and entitlements of lesbian, gay, bisexual, transgender and questioning youth through direct legal representation, education, and public policy development, with a goal of reducing homelessness and promoting equal treatment for this population in social welfare and government services, the juvenile justice system, and public education throughout Kentucky.

## ARTICLE V

The Corporation shall be irrevocably dedicated to, and operated exclusively for, non-profit purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation 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 Corporation shall have the powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in KRS 273.171 (or corresponding provision of any later State statute) except as follows and as otherwise stated in these Articles:

A. 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.

B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any Federal tax laws.

C. In and so long as the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws:

1. The Corporation 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 subsequent Federal tax laws.

2. 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 corresponding provisions of any subsequent Federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

4. 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 corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

#### **ARTICLE VII**

The names and addresses of the incorporators are:

Keith Donipan Elston, 820 Tremont Avenue, Lexington, KY 40502

Beverly Willard Hilger, 2085 Frankfort Road, Shelbyville, KY 40502

Christopher Thomas McDavid, 1063 E. St. Catherine Street, Louisville, KY 40204

#### **ARTICLE VIII**

The the number of directors constituting the initial board of directors is five (5). The names and addresses of the members of the initial Board of Directors are:

Keith Donipan Elston, 820 Tremont Avenue, Lexington, KY 40502

Beverly Willard Hilger, 2085 Frankfort Road, Shelbyville, KY 40502

Christopher Thomas McDavid, 1063 E. St. Catherine Street, Louisville, KY 40204

Ashlea Elaine Christensen, 3966 Buck Creek Road, Finchville, KY 40022

Dora Ruth James, 1124 Cabell Drive, Bowling Green, KY 42104



A change in the number of Directors may be authorized by the By-Laws of the Corporation as may be made from time to time.

#### **ARTICLE IX**

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

#### **ARTICLE X**

The directors, officers and employees of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the 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 Corporation;
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; or
4. resulted in an improper personal benefit to the director.

#### **ARTICLE XI**

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

The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office for the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

## ARTICLE XII

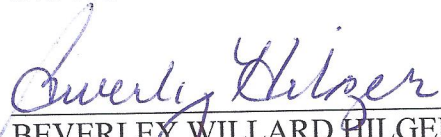
Amendments to these Articles shall be made pursuant to the provisions of KRS 273.263 (or corresponding provisions of any subsequent state statute).

We, the undersigned Incorporators, declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

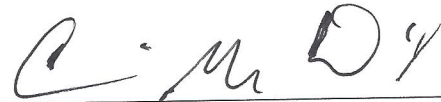
Date: 3-19-14

  
\_\_\_\_\_  
KEITH DONIPHAN ELSTON  
INCORPORATOR

Date: 3-19-14

  
\_\_\_\_\_  
BEVERLEY WILLARD HILGER  
INCORPORATOR

Date: 3-19-14


  
\_\_\_\_\_  
CHRISTOPHER THOMAS McDAVID  
INCORPORATOR

COMMONWEALTH OF KENTUCKY    )  
  )  
COUNTY OF FAYETTE            )

The foregoing Articles of Incorporation were acknowledged before me this 19<sup>th</sup> day of March, 2014, by Keith Doniphan Elston, Beverly Willard Hilger, and Christopher Thomas McDavid.

  
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NOTARY PUBLIC, STATE AT LARGE, KY # 501946  
My commission expires: 12/09/2017

This document was prepared by:

  
\_\_\_\_\_  
Keith Doniphan Elston, REGISTERED AGENT  
Attorney at Law  
Elston Law Office, PLLC  
820 Tremont Avenue  
Lexington, Kentucky 40502

