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Michael G. Adams  
Kentucky Secretary of State  
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**AMEND AND RESTATED ARTICLES**

**OF**

**GRCHS FOOTBALL BOOSTERS, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend articles and, for that purpose, submits the following statements from this non-stock, non-profit corporation under the laws of Kentucky.

**ARTICLE I.** The name of the corporation on record with the Office of the Secretary of State is:

**GRCHS FOOTBALL BOOSTERS, INC.**

The following text amendments are hereby adopted:

**ARTICLE II.** The corporation is organized exclusively for educational and charitable purposes under Section 501C(3) of the Internal Revenue Code, including without limitation, as part of its mission and purpose is to cooperate with the George Rogers Clark High School, George Rogers Clark Athletic Department and the Clark County Board of Education to promote, develop, implement and support the George Rogers Clark High School Football Booster team to meet the needs and interests of the student athletes on the team, including but not limited to the following:

(a) To provide financial assistance to the George Rogers Clark Football Boosters team to assist this program for

young men to have the necessary equipment, materials, training and information;

(b) To encourage a greater understanding of football and sports to provide volunteer assistance to provide role models for young high students;

(c) To raise money for distribution to community activities, other football programs in the community and other non-profit organizations and charitable organizations. and

(d) To partner with Clark County Schools to assist in the development of the student athlete.

**ARTICLE III.** The corporation shall be funded by contributions from its members, sponsors of its programs, and other contributions and donations from whatever source. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in its Articles of Incorporation and amendments thereto. 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 the Articles of Incorporation and amendments thereto, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE IV.** The street address of the corporation's initial registered agent is 105 Brentwood Drive, Winchester, Kentucky 40391, and its registered agent at such address is Michael Heath.

**ARTICLE V.** The corporation shall have members.

**ARTICLE VI.** The mailing address of the corporation's principal office is 1619 Bypass Road PMD 101, Winchester, Kentucky 40391.

**ARTICLE VII.** The initial Board of Directors shall consist of three (3) directors, who will serve until the first meeting of the members or until their successors are elected and qualified, they and their mailing addresses being:

Michael Heath  
105 Brentwood Drive  
Winchester, Kentucky 40391

Misty Gibson  
125 Eastridge Drive  
Winchester, Kentucky 40391

Pam Clements  
500 Oil Springs Road  
Winchester, Kentucky 40391


**ARTICLE VIII.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation, exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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 IX.** The directors, officers, employees, and members of the corporation shall not, as such, be liable on its obligations; and a director shall not be personally liable for monetary damages for breach of his duties as a director, provided that this Article shall not eliminate or limit the liability of a director with respect to those matters mentioned in KRS 273.240(1)(a), (b), (c), and (2), and in KRS 273.215(5).

**ARTICLE X.** The corporation may exercise all powers permitted under KRS Chapter 273.

The amendment (were) duly adopted by the board of directors and such amendments received the vote of a majority of

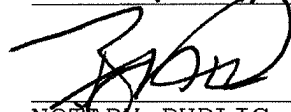
the directors in office and the said effective date is the date of filing with the Kentucky Secretary of State. The undersigned, as Chairman of the Board, has subscribed his name this 25th day of August, 2023.

  
\_\_\_\_\_  
**MICHAEL HEATH**

STATE OF KENTUCKY)  
 )  
COUNTY OF CLARK )

The foregoing was acknowledged before me by **MICHAEL HEATH**, as Chairman of the Board of GRCHS Football Boosters, Inc. on this 25th day of August, 2023.

My Commission expires: MAY 18, 2027

  
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NOTARY PUBLIC

PREPARED BY THE UNDERSIGNED  
MEMBER OF THE LAW FIRM OF  
**GRANT, ROSE & PUMPHREY**  
51 SOUTH MAIN STREET  
WINCHESTER, KENTUCKY 40391  
TELEPHONE: (859) 744-6828

  
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Brian N. Thomas