

A Kentucky Non-Profit Corporation
Re-Tree BG, Inc.
Amended and Restated Articles of Incorporation

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Michael G. Adams
Kentucky Secretary of State
Received and Filed:
2/1/2024 1:28 PM
Fee Receipt: \$8.00

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I

1.1 Name

The name of this corporation shall be Re-Tree BG, Inc.

Article II

2.1 Duration

The period of duration of the corporation is perpetual.

Article III

3.1 Purpose

The purpose for which this corporation is organized shall be to expand the urban forest canopy of Bowling Green, Kentucky, by providing trees for planting and educating the public about the value and benefits of trees. Re-Tree BG, Inc. shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

3.2 Non-Profit

Re-Tree BG, Inc. is designated as a non-profit corporation.

Article IV

4.1 Non-Profit Nature

Re-Tree BG, Inc., is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Re-Tree BG, Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Re-Tree BG, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Re-Tree BG, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.3 Dissolution

Upon termination or dissolution of Re-Tree BG, Inc., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to that of Re-Tree BG, Inc.

The organization receiving the assets of the Re-Tree BG, Inc. hereunder shall be selected by a majority of its board of directors. If its directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Re-Tree BG, Inc. by one or more of its board of directors which verified petition shall reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed. If the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kentucky to be added to the general fund.

4.4 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.5 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.6 Prohibited Activities

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or by any organization to which contributions are deductible under section 170 (c)(2) of the Internal Revenue Code.

Article V

5.1 Governance

Re-Tree BG, Inc. shall be governed by its board of directors, as defined in the corporation's bylaws.

5.2 Initial Directors

The number of directors constituting the initial board of directors is five. The names and mailing addresses of the five persons who are to serve as the initial board of directors are as follows:

Clara D. Verst, 931 Nutwood Street, Bowling Green, KY 42103
Jared Weaver, 153 Plano Richpond Rd, Bowling Green, KY 42104
Chadwick Singer, 2732 Cheyenne Dr, Bowling Green, KY 42104
Kevin Ribby, 3425 Red Oak Dr, Bowling Green, KY 42104
Alexander Olson, 1904 Cedar Ridge Road, Bowling Green, KY 42101

Article VI

6.1 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the board of directors.

Article VII

7.1 Appointment of Registered Agent

The name of the registered agent is Clara D. Verst and the street address of the corporation's initial registered office in Kentucky is 931 Nutwood Street, Bowling Green, KY 42103.

Article VIII

8.1 Corporate Address

The mailing address of the corporation's office is 931 Nutwood St., Bowling Green, KY 42103.

Article IX

9.1 Incorporator

This corporation's incorporator is Clara D. Verst, 931 Nutwood St., Bowling Green, KY 42101.

Article X

10.1 Effective Date and Veteran Ownership

This article will be effective upon filing. This corporation is not veteran owned.

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Re-Tree BG, Inc. were approved by the board of directors on January 30, 2024, and constitute a complete copy of Articles of Incorporation of Re-Tree BG, Inc.

Clara D. Verst Clara D. Verst, 931 Nutwood St, Bowling Green, KY 42103
Jared Weaver Jared Weaver, 153 Plano Richpond Rd, Bowling Green, KY 42104
Chadwick Singer Chadwick Singer, 2732 Cheyenne Dr, Bowling Green, KY 42104
Kevin Ribby Kevin Ribby, 3425 Red Oak Dr, Bowling Green, KY 42104
Alexander Olson Alexander Olson, 1904 Cedar Ridge Rd, Bowling Green, KY 42101

ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, the undersigned, agree to be the registered agent for Re-Tree BG, Inc. as appointed herein.

Clara D. Verst Date: 1/30/24
Clara D. Verst, Registered Agent

ATTESTATION OF INCORPORATOR

I, the undersigned, declare under penalty of perjury in Kentucky that the foregoing is true and correct.

Clara D. Verst Date: 1/30/24
Clara D. Verst, Incorporator