



**COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE**

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Alison Lundergan Grimes
Kentucky Secretary of State
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**Division of Business Filings
Business Filings**
PO Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

**Articles of Incorporation
Non-profit Corporation**

NAI

Please note: This form does not comply with 501 (C) status. You should contact the Internal Revenue Service prior to filing the Articles of Incorporation.

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

Article I: The name of the corporation is Gayla Equine Conservancy, Inc.

Article II: The purpose for which the corporation is organized See Exhibit A, attached.

Article III: The name of the registered agent is Dinsmore Agent Co.

and the street address of the corporation's initial registered office in Kentucky is

250 West Main Street, Suite 1400	Lexington	KY	40507
Street Address (No Post Office Box Numbers)	City	State	Zip Code

Article IV: The mailing address of the corporation's principal office is

3329 Cynthiana Road	Georgetown	KY	40324
Street or PO Box Number	City	State	Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is Eleven (11)

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

See Exhibit B, attached.

Name	Street or PO Box Number	City	State	Zip Code
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Name	Street or PO Box Number	City	State	Zip Code
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Name	Street or PO Box Number	City	State	Zip Code
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Article VI: The name and mailing address of the incorporator is

Bonnie G. Camden	255 E. Fifth Street, Suite 1900	Cincinnati	OH	45202
Name	Street Address or Post Office Box Number	City	State	Zip Code

Name	Street Address or Post Office Box Number	City	State	Zip Code

Name	Street Address or Post Office Box Number	City	State	Zip Code

Article VII: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is _____

(Delayed effective date and/or time)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

	Bonnie G. Camden, Director & Secretary	12/18/13
Signature of Incorporator	Print Name & Title	Date

I, Dinsmore Agent Co., consent to serve as the registered agent on behalf of the corporation.
Print Name of Registered Agent

By:	Bonnie G. Camden, Assistant Secretary	12/18/13
Signature of Registered Agent	Print Name & Title	Date

**GAYLA EQUINE CONSERVANCY, INC.
ARTICLES OF INCORPORATION**

EXHIBIT A

Article II. Purposes:

The Corporation is organized exclusively for charitable, conservation and educational purposes, and shall at all times be operated in such manner as to qualify as an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law) as such section may be interpreted by valid regulations and Internal Revenue Service rulings and determinations, including in such operations the making of distributions to organizations similarly exempt from federal income taxes.

Subject to the foregoing, said purposes include the following specific purposes: (i) advancing open space conservation to preserve and protect the natural environment and land; (ii) educating and raising awareness of the need to preserve certain ecologically significant undeveloped lands and wild life species; (iii) educating others in equine assisted activities which have charitable and educational purposes; (iv) educating and assisting landowners and others regarding agricultural preservation and protection options for the natural environment and land; (v) educating people in the practice, history, and culture of historical transportation, including carriage driving; (vi) promoting the preservation of the practice and culture of historical transportation, including carriage driving; (vii) conducting therapeutic horsemanship activities involving persons with physical and intellectual disabilities; (viii) facilitating other equine assisted activities which have charitable and educational purposes; and (ix) conducting such other activities and providing such other services as are necessary or desirable for the accomplishment of the above stated purposes, so long as such activities and services are permitted under Chapter 273 of the Kentucky Revised Code and will not jeopardize the Corporation's qualification as an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law).

**GAYLA EQUINE CONSERVANCY, INC.
ARTICLES OF INCORPORATION**

EXHIBIT B

Article V: Initial Directors:

The names and mailing addresses of the persons who are to serve as the initial board of directors are:

Gail B. Austin
441 New Oxford Rd.
Georgetown, KY 40324

Bonnie G. Camden
255 East 5th St. Suite 1900
Cincinnati, OH 45202

Janet Simpkinson
One West 4th St. Suite 2222
Cincinnati, OH 45202

Debbie Banfield
3329 Cynthiana Rd.
Georgetown, KY 40324

Dana Banfield
3329 Cynthiana Rd.
Georgetown, KY 40324

Joan C. Gariboldi
4351 Bethel Road
Lexington, KY 40511

Jerry Bratfish
124 Kingston Dr.
Georgetown, KY 40324

Darryl Leifeit
3820 Huffman Mill Pike
Lexington, KY 40511

Mary Delaney
6050 Old Richmond Rd.
Lexington, KY 40515

Dean A. Moulas
3777 West Fork Rd.
Cincinnati, OH 45247

Andrew Johnson
100 Hickory Hill Road P.O. Box 467
Chadds Ford, PA 19317

**GAYLA EQUINE CONSERVANCY, INC.
ARTICLES OF INCORPORATION**

EXHIBIT C

Article VIII: Additional Provisions:

No part of the net earnings of the Corporation 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, to reimburse for reasonable expenses incurred, and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Such distributees shall be selected by the discretion of a majority of the managing body of the Corporation and shall have a charitable purpose that, at least generally, includes a purpose similar to the purposes herein specified. If the managing body of the Corporation cannot so agree, such assets shall be distributed 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, with preference to be given to the North American Land Trust or its successor organization. Any such assets not so disposed of shall be distributed to the federal government, or to a state or local government, for a public purpose.