

**ARTICLES OF INCORPORATION OF**  
**ROBFEST, SHELBY COUNTY ADOLESCENT SUICIDE, INC.**

The undersigned incorporator executes these articles of incorporation for the purpose of forming and does hereby form a non-profit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 et seq., in accordance with the following provisions.

**ARTICLE I**

**NAME**

The name of the corporation is: RobFest, Shelby County Adolescent Suicide, Inc.

**ARTICLE II**

**PURPOSE**

1. Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

(a) Robfest, Shelby County Adolescent Suicide, Inc., was created to raise awareness and prevention of Bullying and Teen Suicide among our youth. Our mission is to assist in providing care or services to teens that have attempted suicide and require additional care or services not covered by medical insurance. This service is also extended to youth who are in need of services due to being bullied resulting in attempted suicide.

(b) Our goal is geared towards continually focusing on raising awareness of bullying and teen suicide among the youth. We will focus on educating teens, parents and the community on bullying and suicide prevention

(c) An application process is required and the applicant must have no insurance coverage or must have an out-of-pocket expense to be eligible to apply for assistance.

(d) The Corporation will hold fundraisers and will seek donations from individuals and organizations willing to contribute monetary funds to provide education, treatments and services to teens and their families in need of services arising from attempted suicide, suicide prevention, bullying and bullying resulting in attempted suicide.

(e) The concept of helping to provide these services is a need for these teens that are unable to receive the after care they deserve for the treatment of their injuries and emotional pain caused by the attempt at suicide or from the attempt of suicide due to bullying. With today's media avenues and the peer pressures associated with today's youth there is an increasing need to help educate teens, parents, family and communities on the devastation such an attempted event can have on so many.

## **ARTICLE III**

### **MEMBERSHIP**

1. Membership. No membership dues.

## **ARTICLE IV**

### **BOARD MEMBERS**

1. Election. The Corporation shall designate Board Members who shall initially be appointed a majority of the incorporators to serve as Board Members until such Members death, resignation, or removal as provided by these bylaws.
2. Number. The initial number of Board Members shall be three (3) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).
3. Qualifications. To serve as a Board Member, an individual shall have prior experience serving on a not for profit board, general business or entrepreneurial experience, and shall have a desire to pay it forward with what they have, know, or have access to.
4. Powers. The Board Members shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Kentucky, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.
5. Meetings. Regular meetings of Board Members and Officers shall be held on the third Thursday of each month at the place and time designated by the President including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board.
6. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board Members. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board Members at such special meeting except upon unanimous vote of all Board Members present.
7. Annual Meetings. Board Members may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.
8. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.
9. Quorum. A quorum shall consist of a majority of the Board Members. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Board Members.

10. Vacancy. Any vacancy occurring in the Board Members shall be filled by majority vote of the remaining Board Members, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board Members shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board Members.

11. Removal. Any Board Member may be removed by majority vote of the remaining Board Members for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

12. Compensation. Board Members will not receive compensation unless an Officer and set out in Article V.

## **ARTICLE V**

### **EXECUTIVE BOARD - OFFICERS**

1. Designation of Officers. The officers of the Corporation shall be the Chairman of the Board, President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve a period of three years and be re-elected. One person may hold more than one office, except no person may hold the office of President and Secretary.

2. Election and Term. Officers of the Corporation shall be reelected every three years at the annual meeting of the Board Members.

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board Members for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board Members at such meeting.

4. Compensation. Officers of the Corporation shall receive reasonable compensation as fixed by the Board Members. The fact that any officer is also a Board Member shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by Board Members for the unexpired term of office.

6. Duties of Offices.

A. Chairman of the Board: The Chairman of the Board elected position will oversee charity compliance and the elections of the Officers. The Chairman of the Board will carry out any duties designated by these Bylaws or prescribed by the Board Members.

B. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board Members supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board Members.

C. Vice President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board Members.

D. Secretary: The Secretary will keep minutes of all Board Meetings by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board Members.

E. Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board Members, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Board Members. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board Members.

## **ARTICLE VI**

### **RESTRICTIONS ON ACTIONS**

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Board Members, Officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Board Members, Officers, and private property of the subscribers, Board Members or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A. Fail to 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, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

B. Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

E. Make any taxable expenditure as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

1. Contracts. The Board Members may authorize, by general resolution, a Board Member or an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer(s).

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board Members may designate.

4. Gifts. The Board Members collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

5. Loans. No Board Member, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board Members. The authority designated by this provision shall be limited to a single and specific instance.

## **ARTICLE VIII**

### **DISSOLUTION**

Upon dissolution of the Corporation, the Board Members shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board Members. None of the assets will be distributed to any officer or Board Member of the Corporation. Any such assets so

disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

## **ARTICLE IX**

### **STATEMENT OF NONDISCRIMINATION**

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any Officer or Board Member, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

## **ARTICLE X**

The Board Members shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

## **ARTICLE XI**

### **PRINCIPAL OFFICE**

The mailing address of the principal office of the corporation is: Robfest, Shelby County Adolescent Suicide, Inc., 320 Frankfort Road, Shelbyville, Kentucky 40065.

## **ARTICLE XII**

The street address of the registered office of the corporation is: 320 Frankfort Road, Shelbyville, Kentucky 40065.

The name of the registered agent at that address is Rebecca L. Janes, 320 Frankfort Road, Shelbyville, Kentucky 40065.

## **ARTICLE XIII**

### **DIRECTORS**

Rebecca L. Janes-320 Frankfort Road, Shelbyville, KY 40065

Kyle Paschal-320 Frankfort Road, Shelbyville, KY 40065

Danielle Horn-320 Frankfort Road, Shelbyville, KY 40065

Gary Walls-320 Frankfort Road, Shelbyville, KY 40065

Jessica H. Hughes-203 Payne Road, Shelbyville, KY 40065

### ARTICLE XIII

#### INCORPORATOR AND REGISTERED AGENT

The name and address of the incorporator is: Rebecca L. Janes, 320 Frankfort Road, Shelbyville, KY 40065

The undersigned Incorporator of the above mentioned corporation has hereunto signed the Articles of Incorporation this 6<sup>th</sup> day of November 2013.

 \_\_\_\_\_ Rebecca L. Janes

The undersigned hereby signs as the Registered Agent of the above mentioned corporation, Robfest, Shelby County Adolescent Suicide, Inc., this 6<sup>th</sup> day of November 2013.

 \_\_\_\_\_ Rebecca L. Janes

Adopted by the Board Members by resolution and vote of all directors on the date below:

Gary White. [Date] 11-6-2013

[Chairman of the Board Name, Signature]

Rebecca James [Date] 11-6-13

[Elected President Name, Signature]

Styke Powell [Date] 11/6/13

[Vice President Name, Signature]

Alfred D. Fox [Date] 11/6/13

[Secretary Name, Signature]

Justin Agha [Date] 11-6-13

[Treasurer Name, Signature]