

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

Amended September 11, 2023

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**Michael G. Adams**  
**Kentucky Secretary of State**  
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**Article I. Name**

The name of the corporation is GREENUP ASSOCIATION BAPTIST INCORPORATION, but will be changed to the Greenup Baptist Association, Incorporated.

**Article II. Duration**

The duration of the Greenup Baptist Association, Incorporated shall be perpetual unless sooner discovered by the members of by law.

**Article III. Effective Date**

The Greenup Baptist Association, Incorporated shall begin business as soon as the Articles are executed, recorded, and certificate received from the Secretary of State.

**Article IV. Purpose**

The purpose of the Greenup Baptist Association, Incorporated shall be solely to advance religious, charitable, and educational causes, and in order to carry out said purposes, establish and carry on the work of the Southern Baptist churches and missions in the area of the Greenup Baptist Association, Incorporated and elsewhere.

For the purpose of aforesaid to contract and be contracted with; sue and be sued; act as a trustee of beneficiary of money and other real or personal property; to operate businesses necessary in conjunction with said causes or purposes, so long as the same is not for the personal profit of the corporation, and so long as all profits, if any, are devoted and applied solely to the religious, charitable, and educational causes aforesaid; to purchase, mortgage, rent, lease, or sell; and convey real and personal property if furtherance of the purposes of the corporation.

For the purposes aforesaid to acquire and use money and other real and personal property and to dispose of same by sale, gift, or appropriation; to solicit and receive gifts and contributions both inter vivos and testamentary and otherwise from farms, corporations, and Government Units, provided however, that no involuntary assessment shall ever be made against the members of the corporation; and to borrow money and secure the same by mortgage or pledge or assets of the corporation.

To have such other powers as are not forbidden by law and provided the exercise of such powers are solely connected with and in furtherance of religious, charitable, and educational causes.

## **Article V. Membership**

All member churches of the Greenup Baptist Association, Incorporated now existing or which may be organized, including all present members and those who may from time to time hereafter become members of any said churches shall be members of the Association.

## **Article VI: Registered Agent**

The registered agent for the corporation shall be  
Rev. Michael York, Moderator  
409 Bellefonte Street, Russell, Kentucky, 41169  
P.O. Box 133, Ashland, Kentucky 41105

The registered agent shall serve until his successor is appointed by the Board of Directors and qualified according to law.

## **Article VII. Principal Office**

The Greenup Baptist Association, Incorporated's principal office shall be located at  
409 Bellefonte Street  
Russell, Kentucky 41169

## **Article VIII. Mailing Address**

The Greenup Baptist Association, Incorporated's mailing address shall be  
P.O. Box 133  
Ashland, Kentucky 41105

## **Article IX. Directors and Officers**

The directors, otherwise known as the Executive Board, shall be the Pastor and at least one member from each church affiliated with the Greenup Baptist Association, Incorporated, elected by the church and certified to the Moderator. In the event no such director is elected and certified, then the Chairman of the Board of Deacons of such church shall be the director from said church.

The directors shall meet annually, in the Fall of the year, at such place as the chairman or a majority vote of the directors shall direct and at such other time and place as the chairman or a majority vote of the directors may call in special meeting.

Each church that has maintained good standing as a member of the Greenup Baptist Association, Incorporated during the previous year shall be entitled to three (3) messengers to the Annual Meeting, in the Fall of the year, at such place as the chairman or a majority vote of the directors shall direct. Each church is entitled to one (1) additional messenger for every 25 or fraction thereof over 50 members with a maximum of ten (10) messengers. Churches that are ineligible to seat messengers may attend as guests and retain no privilege for voting.

The directors of the Greenup Baptist Association, Incorporated shall have elected officers who carry on the business and purposes of the Greenup Baptist Association, Incorporated until their successors are elected and qualified. The Greenup Baptist Association, Incorporated by its directors and officers may adopt a seal; make bylaws; rent or own offices and appointed; and employ such officers, agents, and employees as may be necessary to carry on the business and purposes of the corporation.

The directors and officers shall not be personally liable for the debts of the Greenup Baptist Association, Incorporated.

#### **Article X. Indemnification**

The Greenup Baptist Association, Incorporated does indemnify any directors, officers, employees, incorporators, and members of the Association from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Association, or as otherwise provided under applicable statute.

#### **Article XI: Prohibited Activities**

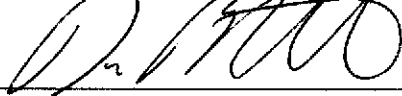
No part of the net earnings of the Greenup Baptist Association, Incorporated shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article X.

No substantial part of the activities of the Greenup Baptist Association, Incorporated shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Greenup Baptist Association, Incorporated 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 Greenup Baptist Association, Incorporated shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### **Article XII: Dissolution and Distribution**

Any action to dissolve the Greenup Baptist Association, Incorporated must be approved by previous notice and a two-thirds ( $\frac{2}{3}$ ) vote of messengers present at a duly called meeting. Should said action be taken, the Greenup Baptist Association, Incorporated's assets shall be distributed to another religious organization that qualifies at such time for exemption as an organization described in Section 501(c)(3) of the Internal Revenue Code and whose faith aligns with Greenup Baptist Association, Incorporated's Statement of Faith.



Dr. Brian Russell Horton, Association Mission Strategist

9-19-23

Date