

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

NAOI
1395910.09
Michael G. Adams
Secretary of State
Received and Filed
9/18/2024 12:00:00 AM
Fee receipt: \$8

Michael G. Adams
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Articles of Incorporation
Non-profit Corporation

NAI

Please Note: This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation. Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the nonprofit corporation is

THE GALLATIN COUNTY FAIRGROUND & PARK, Inc.

Article II: The purpose of the nonprofit corporation is **The purpose of the non-profit is to provide education, scientific and literary services to the Gallatin County community through an annual fair and other events throughout the year.**

Article III: The name of the initial registered agent is

Kentucky S. Davis

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

200 Washington Street, Warsaw, KY 41095

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

200 Washington Street, Warsaw, KY 41095

Article V: The number of directors constituting the initial board of directors is **3**

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

Director	Kentucky S. Davis	5200 HWY 4551, Glencoe, KY 41046
Director	Bobby Searcy	155 Bluffside Drive, Sparta, KY 41086
Director	Glen Maschinot	10749 Crown Pointe, Unon, KY 41094

Article VI: The name and mailing address of the incorporator is as follows:

Incorporator	Kentucky S. Davis	5200 HWY 455, Glencoe, KY 41046
---------------------	-------------------	---------------------------------

Additional articles not inconsistent with law may be stated in the space below.

Article VII

The corporation shall have no members. The corporation shall be managed and business conducted by its duly elected directors.

The election of directors shall be as prescribed by the bylaws.

1395910.09

Michael G. Adams

Secretary of State

Received and Filed

9/18/2024 12:00:00 AM

Fee receipt: \$8

Article VIII

The duration of the corporation shall be perpetual, save and until its dissolution under KRS Chapter 273 and the bylaws of the corporation.

Article IX

The purpose of the non-profit is to provide education, scientific and literary services to the Gallatin County community through an annual fair and other events throughout the year.

Article X

Except as otherwise provided by Kentucky law, no member, manager, director, agent or employee of the corporation shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise for the acts or omissions of any other member, manager, director, agent or employee of the corporation.

Article XI

The corporation is organized exclusively for charitable, religious, educational and scientific 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 ("The Code") or corresponding section of any future federal tax code.

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 and to make payments and distributions in furtherance of the purposes set forth in the purpose clause 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for any public purpose.

Article XII

Section 1. No director of the corporation shall be personally liable to the corporation for monetary damages for any breach of his duties as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation ; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation in respect to any act or omission occurring prior to the time of such repeal or modification.

Section 2. The corporation shall, to the fullest extent permitted by Kentucky law, indemnify any director or officer of the corporation from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities (including, but not limited to, judgments, fines, penalties, and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim,

action, suit or proceeding, whether civil, criminal, administrative, investment, or otherwise, (including any appeal related thereto), whether formal or informal, and whether brought by or in the right of the corporation or otherwise, in which such person at any time becomes a party or witness, or is threatened to be made a party or witness, otherwise by reason of the fact that such person is, was or at any time becomes an officer, employee or agent of the corporation or, at the corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, joint venture, trust, employee benefit plan or other enterprise.

1395910.09
Michael G. Adams
Secretary of State
Received and Filed
9/18/2024 12:00:00 AM
Fee receipt: \$8

Article XIII

This application will become effective upon filing.

This filing will be effective on **Wednesday, September 18, 2024.**

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

Signature of individual signing on behalf of **Incorporator:**
Kentucky S. Davis

I, **Kentucky S. Davis**, consent to serve as the Registered Agent on behalf of this entity on Wednesday, September 18, 2024.

