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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
THE CHAMBER ORCHESTRA OF LOUISVILLE INC**

Pursuant to KRS 14A and KRS 273, the undersigned incorporator (the “Incorporator”); executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 *et seq.*), with all the rights, privileges and immunities of a corporation organized for 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.

ARTICLE I - NAME

1.01 Name

The name of this corporation shall be The Chamber Orchestra of Louisville Inc.

ARTICLE II - DURATION

2.01 Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

3.01 Purpose

The Chamber Orchestra of Louisville Inc. is a non-profit corporation and 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.

The purpose of this corporation shall be to foster, promote and increase the musical knowledge and appreciation of the public by educational activities and by organizing and presenting performances of music which are deemed by responsible and informed persons to be suitable for such educational purposes; to accept gifts and contributions; to put to productive use all of the funds and property which it may own at any time; and to use and distribute its income and property for the educational purposes hereinbefore specified.

ARTICLE IV - NON-PROFIT NATURE

4.01 Non-profit Nature

The Chamber Orchestra of Louisville 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 The Chamber Orchestra of Louisville 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.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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 Internal Revenue Code, or corresponding section of any future federal tax code.

The Chamber Orchestra of Louisville 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.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of The Chamber Orchestra of Louisville 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.

4.03 Dissolution

Upon termination or dissolution of the The Chamber Orchestra of Louisville Inc., any assets lawfully available for distribution shall be distributed to one (1) 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 the terminating or dissolving corporation.

The organization to receive the assets of the The Chamber Orchestra of Louisville Inc. hereunder shall be selected by the discretion of a majority of the Board of Directors of The Chamber Orchestra of Louisville Inc. and 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 The Chamber Orchestra of Louisville Inc. by one (1) or more of its Board of Directors which verified petition shall contain such statements as 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, giving preference if practicable to organizations located within the State of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a 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.

4.04 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.

4.05 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.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V - BOARD OF DIRECTORS

5.01 Governance

The Chamber Orchestra of Louisville Inc. shall be governed by its Board of Directors.

5.02 Initial Directors

There shall be three (3) initial Directors at the time of adoption of these Articles of Incorporation. The names and addresses of the Directors at the time of adoption of these Articles of Incorporation are as follows:

Gabriel Lefkowitz
10315 Amberwell Park Rd.
Louisville, KY 40241

Julia Noone
10315 Amberwell Park Rd.
Louisville, KY 40241

Dian Wallace
1157 Racker Dr.
Clarksville, TN 37043

The classes, number, qualification, term of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed by the Bylaws. Authority to make and alter Bylaws is hereby vested in the Board of Directors.

ARTICLE VI - MEMBERSHIP

6.01 Membership

The Chamber Orchestra of Louisville Inc. shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's Bylaws.

ARTICLE VII - AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE VIII - ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

10315 Amberwell Park Rd.
Louisville, KY 40241

The mailing address of the corporation is:

10315 Amberwell Park Rd.
Louisville, KY 40241

ARTICLE IX - APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Gabriel Lefkowitz
10315 Amberwell Park Rd.
Louisville, KY 40241

ARTICLE X - INCORPORATOR

10.01 Incorporator

The incorporator of the corporation is as follows:

Gabriel Lefkowitz
10315 Amberwell Park Rd.
Louisville, KY 40241

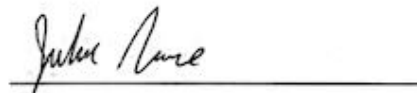
Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of The Chamber Orchestra of Louisville Inc. were approved by the Board of Directors on 7/22/24 and constitute a complete copy of Articles of Incorporation of The Chamber Orchestra of Louisville Inc.

Gabriel Lefkowitz
10315 Amberwell Park Rd.
Louisville, KY 40241



Julia Noone
10315 Amberwell Park Rd.
Louisville, KY 40241

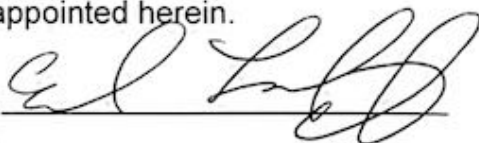


Dian Wallace
1157 Racker Dr.
Clarksville, TN 37043



Acknowledgement of consent to appointment as registered agent

I, Gabriel Lefkowitz, agree to be the registered agent for The Chamber Orchestra of Louisville Inc. as appointed herein.

Registered Agent 

Date: 7/22/24