



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

1369512.09

mmore
ADD

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
6/4/2024 2:47 PM
Fee Receipt: \$8.00

Division of Business Filings
Business Filings
P.O. Box 718,
Frankfort, KY 40602
(502) 564-3490

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 corporation is Commonwealth Credit Union Foundation, Inc.

Article II: The purpose for which the corporation is organized is See Attachment A

Article III: The name of the registered agent is Patty Smith

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

417 High Street	Frankfort	KY	40601
Street Address (No Post Office Box Numbers)	City	State	Zip Code

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

P.O. Box 978	Frankfort	KY	40602-0978
Street or P.O. Box Number	City	State	Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is 5

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

See Attachment B

Name	Street or P.O. Box Number	City	State	Zip Code
Name	Street or P.O. Box Number	City	State	Zip Code
Name	Street or P.O. Box Number	City	State	Zip Code

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

Patty Smith	PO Box 978	Frankfort	KY	40602-0978
Name	Street Address or P.O. Box Number	City	State	Zip Code
Name	Street Address or P.O. Box Number	City	State	Zip Code

(Additional articles not inconsistent with law may be stated in the space below or additional pages may be attached and incorporated by reference.)

Article VII: See Attachment C

Please indicate if the following applies to your business ownership:

☐ Veteran Owned (a nonprofit business which is at least fifty-one percent (51%) unconditionally managed by one (1) or more veterans.)

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

<u>Patty Smith</u> Signature of Incorporator	<u>Patty Smith, Incorporator</u> Print Name & Title	<u>May 31, 2024</u> Date
<u>Patty Smith</u> Print Name of Registered Agent	consent to serve as the registered agent on behalf of the corporation.	
<u>Patty Smith</u> Print Name of Registered Agent	<u>Patty Smith, Incorporator</u> Print Name & Title	<u>May 31, 2024</u> Date

ATTACHMENT A
ARTICLES OF INCORPORATION
COMMONWEALTH CREDIT UNION FOUNDATION, INC.

Article II: The purposes for which the corporation is organized are:

1. To advance the mission of passionately advocating for and actively working towards the enhancement of the health and wellbeing of the communities served by Commonwealth Credit Union, with a special focus on women, children, families, and veterans by providing financial education and involvement in charitable activities, innovative initiatives, strategic partnerships, and dedicated community engagement, aimed at addressing the unique needs and challenges faced by these vulnerable populations;
2. To provide funding and resources to eligible organizations that engage in charitable and other activities that support and advance the corporation's purpose and mission above;
3. To receive and administer a fund or funds of real or personal property in furtherance of the foregoing purposes;
4. To acquire real and personal property by purchase, gift, grant, devise, or bequest, and to own, accept, and dispose of the same for the purposes of the corporation;
5. To conduct any and all activities and exercise any and all powers as may be necessary or helpful to the achievement of the foregoing purposes for which the corporation is organized; and
6. To engage in similar activities that may be carried on by a corporation that is exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code ("Code").

The corporation is intended to be an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation (and of the Bylaws of the corporation) shall be construed, applied, and carried out in accordance with such intent. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization the contributions to which are deductible under Section 170(a)(1) of the Code.

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, and the word advocacy used in 1. above is deemed not to include such activities.

No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

ATTACHMENT B

**ARTICLES OF INCORPORATION
COMMONWEALTH CREDIT UNION FOUNDATION, INC.**

Article V (continued):

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

<u>Thomas Fawns</u>	<u>P.O. Box 978</u>	<u>Frankfort</u>	<u>KY</u>	<u>40602-0978</u>
Name	Street or P.O. Box Number	City	State	Zip Code
<u>Donnie Rodgers II</u>	<u>P.O. Box 978</u>	<u>Frankfort</u>	<u>KY</u>	<u>40602-0978</u>
Name	Street or P.O. Box Number	City	State	Zip Code
<u>Robin Ellis</u>	<u>P.O. Box 978</u>	<u>Frankfort</u>	<u>KY</u>	<u>40602-0978</u>
Name	Street or P.O. Box Number	City	State	Zip Code
<u>Jacqueline Duvall</u>	<u>P.O. Box 978</u>	<u>Frankfort</u>	<u>KY</u>	<u>40602-0978</u>
Name	Street or P.O. Box Number	City	State	Zip Code
<u>Fred Cowan</u>	<u>P.O. Box 978</u>	<u>Frankfort</u>	<u>KY</u>	<u>40602-0978</u>
Name	Street or P.O. Box Number	City	State	Zip Code
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Name	Street or P.O. Box Number	City	State	Zip Code

ATTACHMENT C

ARTICLES OF INCORPORATION COMMONWEALTH CREDIT UNION FOUNDATION, INC.

Article VII: The corporation is formed on a nonstock, membership basis. The designation of classes of members, the manner of election or appointment of members, and the qualifications and rights of the members of each class shall be as set forth in the corporation's bylaws.

Article VIII: Liability.

- A. Limitation of Director Liability. A director shall not be personally liable to the corporation for monetary damages for breach of duties of a director, provided that this provision shall not eliminate or limit the liability of a director:
1. for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
 2. 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
 3. for any transaction from which the director derived an improper personal benefit.

Article IX: The assets of the corporation in the process of dissolution shall be applied and distributed as follows:

1. all liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor;
2. assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
3. assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign nonprofit corporations, societies, or organizations engaged in activities substantially similar to those of the corporation and exempt from federal income tax under Section 501(c)(3) of the Code, pursuant to a plan of distribution adopted as provided in KRS 273.161 to 273.390;
4. other assets, if any, shall be distributed in accordance with the provisions of the corporation's bylaws to the extent that the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; provided that the bylaws shall not permit distribution to any person other than an organization or organizations exempt from federal income tax under Section 501(c)(3) of the Code; and

5. any remaining assets may be distributed to such nonprofit societies, organizations or domestic or foreign corporations exempt from federal income tax under Section 501(c)(3) of the Code, as may be specified in a plan of distribution adopted as provided in KRS 273.161 to 273.390.

32117:00016:200362836-3