

# ARTICLES OF INCORPORATION [restated] The 490 Project

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Michael G. Adams Kentucky Secretary of State Received and Filed: 9/12/2022 10:04 AM Fee Receipt: \$0.00	

## ARTICLE 1. NAME

### 1.01 Name

The name of this corporation shall be The 490 Project. The business of the corporation may be conducted as 490 Project, The 490 Project, The 490 Project KY, or 490 KY.

## ARTICLE II. DURATION

### 2.01 Duration

The period of duration of the corporation is perpetual or until such time as the Board of Directors shall adopt a resolution recommending the dissolution by a simple majority.

## ARTICLE III. PURPOSE

### 3.01 Purpose

The 490 Project is a non-profit corporation and shall operate to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, including but not limited to: (1) developing and advocating for legislation, regulations, government collective bargaining agreements, and government programs that destabilize oppressive forces and promote community care, (2) conducting research and publicizing the positions of elected officials concerning these issues, and (3) educating the community about their power within city government and its proceedings.

To maximize the impact on current efforts, The 490 Project may seek to collaborate with other non-profit organizations which are under the 501(c)(3) & 501(c)(4) section(s) of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, The 490 Project may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

## ARTICLE IV. NON-PROFIT NATURE

### 4.01 Non-profit Nature

The 490 Project 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) or 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of The 490 Project 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)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **4.02 Personal Liability**

No officer, member, director, employee, intern, volunteer, or agent of this corporation shall be personally liable for the debts or obligations of The 490 Project of any nature whatsoever, nor shall any of the property or assets of the officers, directors, members, employees, interns, volunteers, or agents be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the The 490 Project, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(4) 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 490 Project hereunder shall be selected by the discretion of a majority of the managing body of the The 490 Project 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 490 Project by one (1) or more of its managing body 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 Commonwealth of Kentucky.

In the event that court shall find that this section is applicable but that there is no qualifying organization known to it which has 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 Commonwealth of Kentucky to be added to the general fund.

#### **4.04 Restricted Activities**

The corporation may engage in political campaigns on behalf of or in opposition to candidates for public office but such intervention will not constitute the organization's primary activity.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (l) by a corporation exempt from federal income tax as an organization described by Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

# **ARTICLE V. BOARD OF DIRECTORS**

## **5.01 Governance**

The 490 Project shall be governed by its board of directors.

## **5.02 Initial Directors**

The initial directors of the corporation shall be:

Caralyn Tobe  
3005 Shallcross Way  
Louisville, KY 40222

Abby Long  
1251 S Clay St  
Louisville KY 40203

Taylor U'Sellis  
1611 Beechwood Ave  
Louisville, KY 40204

# **ARTICLE VI. MEMBERSHIP**

## **6.01 Membership**

The 490 Project shall have no members. The management of the affairs of the corporation shall be vested in board of directors, as defined the corporation's bylaws

# **ARTICLE VII. AMENDMENTS**

## **7.01 Amendments**

Any amendments 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:

2918 Richland Avenue, Louisville, KY 40220, USA

The mailing address of the corporation is:

PO Box 9, Glenview, KY 40025, USA

## **ARTICLE IX. APPOINTMENT OF REGISTERED AGENT**

### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Jeffrey Lee Cavalcante  
2918 Richland Avenue  
Louisville, KY, 40220

## **ARTICLE X. INCORPORATOR**

The Incorporator of the corporation is as follows:

Caralyn Tobe  
3005 Shallcross Way  
Louisville, KY, 40222

# Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of The 490 Project were approved by the board of directors on August 31, 2022 and constitute a complete copy of Articles of Incorporation of The 490 Project.

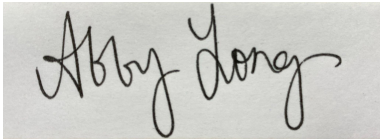
Caralyn Tobe (Incorporator)  
3005 Shallcross Way  
Louisville, KY 40222



x\_\_\_\_\_

Date: 9/01/2022

Abby Long  
1251 S Clay St  
Louisville, KY 40203



x\_\_\_\_\_

Date: 09/01/2022

Taylor U'Sellis  
1611 Beechwood Ave  
Louisville, KY 40204



x\_\_\_\_\_

Date: 8/31/2022

## Acknowledgement of consent to appointment as registered agent

I, Jeffrey Lee Cavalcante, agree to be the registered agent of The 490 Project as appointed herein.

Registered Agent: \_\_\_\_\_

Date: \_\_\_\_\_