

**Articles of Incorporation**  
**Safe Aging Coalition of Northern Kentucky, Inc.**  
**A Non-Profit Corporation**

I, the Incorporator, a natural person 21 years of age or older, adopt the following Articles of Incorporation for the purpose of forming a non-profit corporation under the Kentucky Revised Statutes 273.161 et seq.:

**Article One**

**Name**

The name of the non-profit corporation is: Safe Aging Coalition of Northern Kentucky, Inc..

**Article Two**

**Registered Agent and Office**

The name of the initial registered agent and registered office in the Commonwealth of Kentucky are:

Parker L. Clifton  
2734 Chancellor Drive, Suite 201  
Crestview Hills, Kentucky 41017

**Article Three**

**Principal Office**

The mailing address of the principal office of the corporation is **2734 Chancellor Drive, Suite 201, Crestview Hills, Kentucky 41017.**

## **Article Four**

### **Name and Address of the Incorporator**

The name and address of the incorporator are:

Parker L. Clifton  
2734 Chancellor Drive, Suite 201  
Crestview Hills, Kentucky 41017

## **Article Five**

### **Duration**

The non-profit corporation's period of duration is perpetual.

## **Article Six**

### **Purposes**

- A. A collaboration of community partners focused on promoting health and wellness among aging and at risk adults through the implementation of safety education and awareness programs, activities, and demonstrations.
- B. The non-profit corporation is organized and will be operated exclusively for general charitable, religious, educational, literary and scientific purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- C. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

## **Article Seven**

### **Dissolution**

Upon the dissolution of the non-profit corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for charitable, literary and educational purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for charitable, literary and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

## **Article Eight**

### **Restrictions**

No part of the net earnings or assets of the non-profit corporation will inure to the benefit of, or be distributable to, its director, officers or any other private persons. The non-profit corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the non-profit corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The non-profit corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The non-profit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a non-profit corporation organized under the laws of Commonwealth of Kentucky.

The non-profit corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the non-profit corporation must not:

Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article Nine**

### **Board of Directors**

The non-profit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the non-profit corporation and may exercise all powers of the non-profit corporation as permitted by federal law, state law, the

Articles of Incorporation, and the By-Laws of the non-profit corporation as in effect from time to time.

The number of director to constitute the first Board of Directors is seven. After this initial Board of Directors is organized, it may change the number of director in the manner provided in the By-Laws and consistent with the laws of the Commonwealth of Kentucky.

The initial members of the Board of Directors are:

Parker L. Clifton  
2734 Chancellor Drive, Suite 201  
Crestview Hills, Kentucky 41017

Suzanne Piper  
PO Box 179  
Perry Park, Kentucky 40363

Donald Ruwe  
7220 Burlington Pike  
Florence, Kentucky 41042

Lea Huckaby Schmitt  
2114 Chamber Center Drive  
Fort Mitchell, Kentucky 41077

Darlene Schneider  
2114 Chamber Center Drive  
Fort Mitchell, Kentucky 41077

April J. Witters  
5940 Merchants Street  
Florence, Kentucky 41042

Stacy Smith  
7220 Burlington Pike  
Florence, Kentucky 41042

## **Article Ten**

### **By-Laws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the non-profit corporation.

## **Article Eleven**

### **Amendments**

The non-profit corporation may amend the Articles of Incorporation in the manner provided by the laws of the Commonwealth of Kentucky. But no amendment may authorize the Board of Directors to conduct the affairs of the non-profit corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

## **Article Twelve**

### **Indemnification**

Each person who is or was a Director, officer, employee, committee member, Community Advisory Committee member, or volunteer of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director, officer, employee or committee member; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that such person's personal financial interest is in conflict with the financial interests of the Corporation, personal benefit was improperly received by such person, or such person engaged in acts or omissions not in good faith or which involved intentional misconduct or were known to the Director to be a violation of law, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director, officer, employee, committee member, Community Advisory Committee member or volunteer may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation shall maintain insurance, at its own expense, to protect itself and any such person against such liability, cost or expense on such terms, and with such exclusions and deductibles, as determined by the Board of Directors. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under applicable law

## **Article Thirteen**

### **Limitation of Director Liability**

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) 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
- (c) For any transaction from which the Director derives an improper personal benefit.

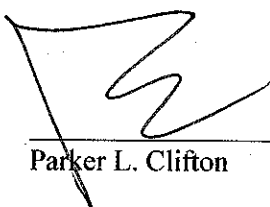
If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

## **Article Fourteen**

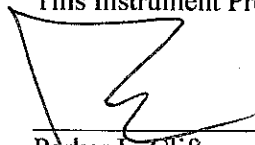
### **Miscellaneous**

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the Commonwealth of Kentucky are to the laws of the Commonwealth of Kentucky as now in force or hereafter amended.

**IN WITNESS WHEREOF**, the Articles of Incorporation are signed on September 16, 2014.

  
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Parker L. Clifton

This Instrument Prepared By:

  
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Parker L. Clifton  
Law Office of Parker L. Clifton, LLC  
2734 Chancellor Drive, Suite 201  
Crestview Hills, KY 41017  
859-462-080