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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF DOMESTIC NONPROFIT CORPORATION

The person acting as the incorporator under the provisions of § 273.247 of the Kentucky Nonprofit Corporation Acts adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation is KY Accountability Project, Inc.

ARTICLE 2.

This Corporation is organized to compare progressive and conservative policy solutions to the needs and concerns of Kentuckians, and to educate Kentucky's people about those solutions and our research.

ARTICLE 3. PRINCIPAL OFFICE

The mailing address for this Corporation's principal office is 2335 Buttermilk Crossing, Suite 175, Crescent Springs, KY 41017

ARTICLE 4. MEMBERS

This corporation shall not have members.

ARTICLE 5. REGISTERED AGENT & OFFICE

The name of this Corporation's initial registered agent is Marisa McNee and the Corporation's initial registered office is 2335 Buttermilk Crossing, Suite 175, Crescent Springs, KY 41017.

ARTICLE 6. NONPROFIT CORPORATION

This Corporation is incorporated as a nonprofit corporation under § 273.247 of the Kentucky Nonprofit Corporation Acts.

ARTICLE 7. DIRECTORS

The initial board of directors will consist of three (3) directors. The names and addresses of the persons who are to serve on the initial board of directors are as follows:

Marisa McNee, 2335 Buttermilk Crossing, Suite 175, Crescent Springs, KY 41017
David Meyer, 2335 Buttermilk Crossing, Suite 175, Crescent Springs, KY 41017
Mariana Lindsey, 2335 Buttermilk Crossing, Suite 175, Crescent Springs, KY 41017

ARTICLE 8. DISSOLUTION

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 Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE 9. INDEMNIFICATION

The corporation reserves the power to indemnify a Director who is a party to a proceeding because they are or were a Director, for judgments, settlements, penalties, fines, including excise taxes assessed with respect to employee benefit plans, or reasonable expenses (including attorneys' fees) incurred with respect to a threatened, pending, or completed proceeding, except liability for:

1. Any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation or in which the Director receives a financial benefit to which the Director is not entitled;
2. An intentional infliction of harm;
3. A breach or failure to perform or negligence or misconduct in performance of duties contained in Kentucky Revised Statutes § 273.215 or a successor provision of law;
4. An intentional violation of criminal law; or
5. A breach or failure to perform that constitutes willful misconduct or wanton or reckless disregard for human rights, safety, or property.

ARTICLE 10. LIMITATION OF LIABILITY

A Director shall not be liable to the corporation or its members for money damages for any action taken, or any failure to take action, as a Director, except liability for:

1. For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation or in which a financial benefit received by the Director to which the Director is not entitled;
2. An intentional infliction of harm;
3. A breach or failure to perform duties contained in Kentucky Revised Statutes § 273.215 or a successor provision of law in good faith;
4. An intentional violation of criminal law; or
5. A breach or failure to perform that constitutes willful misconduct or wanton or reckless disregard for human rights, safety, or property

ARTICLE 11. INCORPORATOR

The name and mailing address of the incorporator is:

Marisa McNee, 2335 Buttermilk Crossing, Suite 175, Crescent Springs, KY 41017

Signature of Incorporator: 

Date: July 22, 2024

I, Marisa McNee, consent to serve as the registered agent on behalf of the corporation.

Signature of Registered Agent: 

Date: July 22, 2024