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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF
REGIONAL TECHNOLOGY COUNCIL, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned incorporator does hereby make and adopt the following ARTICLES OF INCORPORATION for the purpose of forming a nonprofit corporation under the laws of the Commonwealth of Kentucky, pursuant to Chapter 273 of the Kentucky Revised Statutes and all other acts amendatory thereof and supplemental thereto as follows:

ARTICLE I

The name of the corporation shall be: Regional Technology Council, Inc. (the “Corporation”).

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The Corporation is organized and shall be operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code) (the “Code”), and its purposes and objectives shall be to promote the initiation, growth, and advancement of technology businesses and the technology industry ecosystem and environment throughout the greater South Central Kentucky region.

ARTICLE IV

The Corporation is formed exclusively for purposes for which a nonprofit corporation may be formed under Chapter 273 of the Kentucky Revised Statutes and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be

distributable to its members, directors, 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 Article III hereof. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance of the purposes for which the Corporation is organized. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for federal income tax under Section 501(c)(6) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE V

On dissolution of the Corporation, any assets remaining after payment of its debts and obligations shall be transferred or distributed to such organizations as shall qualify under Section 501(c)(6) of the Internal Revenue Code, or any corresponding section of any future federal tax code, and the regulations promulgated thereunder and pursuant to the provisions of KRS 273.303.

ARTICLE VI

The initial registered office of the Corporation shall be located at 1010 College Street, Bowling Green, Kentucky 42101. The name of the initial registered agent of the Corporation shall be BOAM Business Services, LLC.

ARTICLE VII

The initial principal office of the Corporation shall be located at 2413 Nashville Road, Suite B8, Bowling Green, Kentucky 42101.

ARTICLE VIII

The initial Board of Directors shall consist of eleven (11) directors. The names and addresses of the initial directors are as follows:

Mr. Harry Seifert
2266 Mt. Lebanon Rd.
Alvaton, KY 42122

Mr. Josh Gossett
1711 Destiny Ln, Suite 116
Bowling Green, KY 42104

Mr. Marius Weber
1033 Foxglove St.
Bowling Green, KY 42104

Mr. Brian Mefford
3832 Mt. Lebanon Church Rd.
Alvaton, KY 42122

Mr. Christian Howard
710 College St.
Bowling Green, KY 42101

Ms. Amy Buss
986 College St.
Smiths Grove, KY 42171

Ms. Amanda Havard
2413 Nashville Rd.
Bowling Green, KY 42101

Mr. Mark Simpson
1713 Pleasant Way
Bowling Green, KY 42104

Ms. Hillary Rickel
114 Corporate Ct.
Bowling Green, KY 42103

Ms. Elissa Wyne
845 Lynnwood Way, APT A
Bowling Green, KY 42104

Mr. Rob Wilson
2413 Nashville Rd.
Bowling Green, KY 42101

The number and term of directors thereafter shall be as the Bylaws of the Corporation may from time to time provide.

ARTICLE IX

The Corporation shall have no capital stock. It shall be a nonprofit corporation, and no member of the Corporation shall ever derive any private pecuniary gain or profit from the operation of the Corporation. The Corporation shall have voting and non-voting members, the qualifications, terms, rights and privileges of which shall be as set forth in the Bylaws.

ARTICLE X

The name and address of the incorporator is as follows:

William T. Wade, Jr.
1010 College Street
Bowling Green, Kentucky 42102

ARTICLE XI

The directors of the Corporation shall have no personal liability to the Corporation for monetary damages by reason of a breach of duties as a director, provided that such provision shall not eliminate the liability of a director:

(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 derived an improper personal benefit.


IN TESTIMONY WHEREOF, witness the hand of the incorporator on this 8th day of MARCH, 2024.


William T. Wade, Jr., Incorporator

COMMONWEALTH OF KENTUCKY


COUNTY OF WARREN

The foregoing instrument was acknowledged before me this 8th day of March, 2024, by William T. Wade, Jr..


Notary Public KYNP 16334
My commission expires: 10-16-2024

PREPARED BY:

BELL, ORR, AYERS AND MOORE, P.S.C.
1010 COLLEGE STREET, P.O. BOX 738
BOWLING GREEN, KENTUCKY 42102-0738
Phone: (270) 781-8111

BY: 
William T. Wade, Jr.