

**AMEND AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
YOUNG AUTHORS GREENHOUSE Inc.**

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Michael G. Adams
Kentucky Secretary of State
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Articles of Incorporation of the undersigned, a majority of whom are citizens of States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Kentucky, do hereby certify:

**Article I
Name**

The name of the Corporation shall be Young Authors Greenhouse Inc.

**Article II
Purposes and Powers**

- A. Said corporation is organized exclusively for charitable, educational, and artistic purposes. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.
- B. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 so 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 exclusively for such purposes.

ARTICLE III

Directors

The business and affairs of the corporation shall be governed by a Board of Directors. The three (3) members of the initial Board of Directors shall serve until the first annual election of directors and until their successors are elected and qualify. The names and mailing addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jeannette Bahouth	1297 Willow Avenue Louisville, KY 40204
Elizabeth Mays	222 S. Birchwood Avenue Louisville, KY 40206
Gregg Carter	1863 Alfresco Pl Louisville, KY 40205

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1355 Bardstown Road #121, Louisville, KY 40204. The current address is: 1314 Bluegrass Ave, Louisville KY 40204.

The name and address of the person who is the initial trustee of the corporation is as follows: Jeannette Bahouth, 1297 Willow Avenue, Louisville, KY 40204

ARTICLE V

Principal Office

The place in this state where the principal office of the Corporation is to be located is 1314 Bluegrass Ave, Louisville KY 40215.

ARTICLE VI

Incorporators

The name and address of the incorporator is Jeannette Bahouth 1297 Willow Avenue, Louisville KY 40204.

ARTICLE VII

Members

The corporation shall start with one member: Jeannette Bahouth.

ARTICLE VIII

Officers

The bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

ARTICLE IX

Indemnification

Each person who is or was a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee or officer of another 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 attorney fees, monetary or other judgements, 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 member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, 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 personal benefit was improperly received by such person, 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 90 days after a written claim has been received by the corporation, the member, director, trustee, officer, or employee 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 may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. 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 members or 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 shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE X

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 XI

Advisory Board

WHEREAS this corporation seeks to maintain the highest levels of talent and skills to educate and inspire students, the Board of Directors is specifically authorized, but not required, to establish and maintain an advisory board which shall advise on education, community equality, evaluation, and literary aspects of the corporation, but which shall have no vote or voice on the financial or administrative affairs of the corporation.

Article XII

Bylaws

The bylaws of the corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

In witness whereof, we have hereunto subscribed our names this 15th day of

October ~~2020~~ 2024

Jeanette Baluch Executive Director