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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF INCORPORATION OF  
CALDWELL PRELOAD SPIRIT FOUNDATION, INC.**

Pursuant to the provisions of KRS 273.247, the undersigned hereby executes these Articles of Incorporation for the purposes of forming a nonprofit corporation under the Kentucky Nonprofit Corporation Acts, KRS 273.161 *et. seq.* (the “Act”):

**ARTICLE I**

**NAME**

The name of the corporation is Caldwell Preload Spirit Foundation, Inc. (the “Corporation”).

**ARTICLE II**

**PURPOSES AND POWERS**

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it, and the powers granted to it, are as follows:

A. **Purposes.** The Corporation is a Kentucky nonprofit corporation organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the “Code”)), and the Treasury Regulations promulgated thereunder (the “Regulations”), and as may qualify contributions to it for deduction under Section 170(c)(2) of the Code and the Regulations promulgated thereunder. In furtherance of the foregoing, the Corporation shall:

1. Serve as a charitable and fundraising organization in alignment with the mission and activities of the Member, as defined below, or any successor organization thereto, and the Member’s related or controlled affiliates.

2. Solicit, collect, receive, accumulate, invest, administer and disburse funds in furtherance of the Corporation’s charitable mission.

3. Participate in and carry on activities designed to promote and enhance the well-being of the individuals and communities the Corporation, Member, and its affiliates serve.

4. Invest in, hold, own, operate, maintain, improve, develop, sell, exchange, lease and otherwise use its assets or direct or indirect interests therein.

5. Do any and all other acts or things which may be incidental or necessary to carry on the business of the Corporation, as herein contemplated.

B. **Powers.** Except to the extent prohibited by these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act, including without limitation, the general powers enumerated in KRS 273.171 (or any succeeding provision).

C. **Prohibited Activities.**

1. The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

2. No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable, directly or indirectly, to any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. The Corporation is expressly precluded from making loans to its Directors or officers.

3. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

4. No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

5. The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

6. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of these Articles of Incorporation to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

### **ARTICLE III**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the name of its

initial registered agent at that address is:

Corporate Service Company  
421 West Main Street  
Frankfort, KY 40601

#### **ARTICLE IV**

##### **MAILING ADDRESS**

The mailing address of the Corporation's principal office is:

Caldwell Preload Spirit Foundation  
4000 Tower Road  
Louisville, KY 40219

#### **ARTICLE V**

##### **DURATION**

The Corporation shall have perpetual existence.

#### **ARTICLE VI**

##### **MEMBER**

Caldwell Tanks, Inc., a Kentucky corporation (the "**Member**"), shall be the Corporation's sole corporate member. The Member shall not be required to pay membership fees or dues and shall not be liable for the debts or liabilities of the Corporation solely by virtue of being a Member. The Member's rights and authorities shall be set forth in the Corporation's Bylaws.

#### **ARTICLE VII**

##### **DIRECTORS**

The Corporation's affairs shall be managed by a Board of Directors. The terms of office, election process, manner of acting, qualifications for office and the method for changing the number of Directors shall be provided in the Corporation's Bylaws. The initial Board of Directors shall consist of four (4) individuals. The initial members of the Board of Directors are as follows, each of whom shall serve until the earlier of the election and qualification of his or her successor or his or her removal or resignation:

Bernie Fineman  
4000 Tower Road  
Louisville, KY 40219

K. Ryan Harvey  
4000 Tower Road  
Louisville, KY 40219

Josh Cummins  
4000 Tower Road  
Louisville, KY 40219

Connor Cafferty  
4000 Tower Road  
Louisville, KY 40219

Each Director shall continue as Director as provided in the Bylaws; however, notwithstanding any contrary provision in the Bylaws, any Director may be removed, with or without cause, at any time, by written notice of the Member. Upon such removal, the resulting vacancy shall be filled by written designation of the Member and shall take effect as of the effective date stated in such designation.

#### **ARTICLE VIII**

#### **CONTRACTS OR TRANSACTION OF BUSINESS WITH DIRECTORS**

Any contract or transaction of business between the Corporation and one or more of its directors, or with any corporation or other legal entity of which any of its directors is a stockholder, director, trustee or officer, shall not be invalidated or affected solely by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, that a director who holds such a position or who has or may have such an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any such contract or transaction, although he or she may be counted in determining the existence of a quorum. In addition to the foregoing, the Corporation shall have and maintain a conflict of interest policy applicable to its officers and directors. Notwithstanding the foregoing, provided that there is no direct or indirect financial benefit to any director or officer, contracts or transactions that are exclusively between the Corporation and the Member and/or an affiliate, and grant applications received from and contributions made to the Member or to an affiliate, shall not constitute a conflict of interest for purposes of this Article VIII. The Corporation shall be prohibited from making loans to any of its directors or officers.

#### **ARTICLE IX**

#### **INDEMNIFICATION**

Each person who is or was a director, committee member 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 director, trustee, committee member 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 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, trustee, committee member or officer or arising out of such person's status as a director, trustee, committee member or officer; 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 personal benefit was improperly received by such person, or if such indemnification would be prohibited by law, including any payment that could jeopardize the Corporation's Section 501(c)(3) status or would result in any excise tax under Section 4958 of the Code. 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 IX shall not affect any rights or obligation then existing. If any indemnification payment required by this Article IX is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the director, trustee, committee member or officer may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in substantial part, such person shall be entitled to be paid also the reasonable expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such persons 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 IX, but it shall not be obligated to do so. The indemnification provided by this Article IX 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 Board of Directors or otherwise. If this Article IX 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 IX that shall not have been invalidated or that remains enforceable under any other applicable law.

## **ARTICLE X**

### **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to one or more organizations as shall be determined by the Board of Directors of the Member, provided that such recipient organization (or organizations) is (are) exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such similarly identified purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes provided that at the time of such distribution, the proposed recipient (or recipients) is (are) exempt from Federal income tax

under Section 501(a) of the Code as an organization (or organizations) described in Section 501(c)(3) of the Code.

## **ARTICLE XI**

### **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 XI 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 XI shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE XII**

### **AMENDMENT**

Any amendment of these Articles must be approved by the Board of Directors and by the Member.

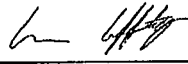
## **ARTICLE XIII**

### **INCORPORATOR**

The name and address of the Incorporator is:

Connor Cafferty  
4000 Tower Road  
Louisville, KY 40219

Signed by the Incorporator at Louisville, Kentucky, effective this 7th day of June,  
2023.

  
\_\_\_\_\_  
Connor Cafferty  
Corporate Counsel  
Caldwell Tanks, Inc. & Preload, LLC


THIS INSTRUMENT PREPARED BY:

  
\_\_\_\_\_  
Michael N. Fine  
WYATT, TARRANT & COMBS, LLP  
400 West Market Street, Suite 2000  
Louisville, Kentucky 40202

CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.

Corporation Service Company

  
\_\_\_\_\_  
Name: Dawn McDevitt  
Title: Asst. Secretary