

ARTICLES OF INCORPORATION
of
HOPKINSVILLE HISTORY FOUNDATION, INC.

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Michael G. Adams Kentucky Secretary of State	
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The undersigned incorporator, Alissa C. Keller, executes these Articles of Incorporation for the purpose of forming and does hereby form a non-stock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161, et. seq.) with all rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or its successor provisions, in accordance with the following provisions.

ARTICLE I

Name

The name of the corporation is Hopkinstville History Foundation, Inc., hereinafter called “the Foundation.”

ARTICLE II

Purpose and Powers

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

- 1) In furtherance of, consistent with and subject to the general and controlling purposes and limitations set forth in Article II, the Corporation shall have the following purposes:
 - a) To assist and support and to be operated solely for the benefit of the Pennyroyal Area Museum, Inc. (“the Museum”).
 - b) In cooperation with and through the Museum:
 - i) To promote through education, publication, research and communication, the history, traditions, and heritage of Hopkinstville and Christian County.
 - ii) To support facilities and resources available to the public to promote such purposes.
 - iii) To cooperate with and support the Museum to carry out the purposes to enhance the Museum, its goals and purposes, and its long-range plans.
 - iv) To solicit and receive gifts, bequests, legacies, and conveyances of real and personal property in furtherance of the above purposes.
 - v) To apply for, to receive, and to administer funds and grants from public or private sources, state, federal or county governments for the above-mentioned purposes.
 - vi) To make grants to the Museum.
 - vii) To contract with the Museum or any other organization or individual to accomplish the purposes of the Museum and the Foundation; and to do anything necessary, suitable, and proper for the attainment of any such purposes and the accomplishment of any of the objects or the furtherance of any of the powers hereinabove set forth.

- c) All General Purposes are to be conducted in a manner consistent with the requirements of 501(c)(3) of the Code.
 - d) The Foundation is irrevocably dedicated to and organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. Subject to the foregoing and to the provisions stated in these Articles of Incorporation, the Foundation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporations Acts, KRS 273.161, et. seq.
- 2) As limited by Section 501(c)(3) of the Code, the Foundation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Also as limited by Section 501(c)(3) of the Code, the Foundation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation or any initiative or referendum before the public.
- 3) Any other provision of these Articles to the contrary notwithstanding, the Foundation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Foundation shall inure to the benefit of any member not qualifying as exempt under Section 501(c)(3) of the Code, or any private shareholder or individual (excepting solely such reasonable compensation that the Foundation shall pay for services actually rendered to the Foundation or allowed by the Foundation as a reasonable allowance for authorized expenditures incurred on behalf of the Foundation); the Foundation shall not carry on any activities denied to (a) a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section 501(m) of the Code; of (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- 4) Any other provision of these Articles to the contrary notwithstanding, the Foundation shall, if the following provision of law are applicable to it: (a) not engage in any act of self-dealing as defined in Section 4941 of the Code; (b) distribute its income for each fiscal year at such time and in such manner not to be subject to the tax under Section 4942 of the Code; (c) not retain any excess business holdings as defined in Section 4942 of the Code; (d) not make any investments in such manner as to subject the Foundation to tax under Section 4933 of the Code; and (e) not make any taxable expenditures as defined under Section 4944 of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Foundations' initial registered office and the name of its initial registered agent at that address:

Alissa Keller
217 E. Ninth Street
Hopkinsville, KY 42240

ARTICLE IV

Mailing Address

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

P.O. Box 1093
Hopkinsville, KY 42241

ARTICLE V

Duration

The Foundation shall have perpetual existence.

ARTICLE VI

Directors

The Board of Directors should have a minimum of five directors and no more than nine. The initial Board shall consist of eight Directors who shall serve for such terms as provided by the Bylaws. The names and addresses of the initial Directors are:

Robert W. Martin
2011 South Main Street
Hopkinsville, KY 42240

Jennifer P. Brown
236 Remington Road
Hopkinsville, KY 42240

Jeri Lynn Richardson
2000 South Main Street
Hopkinsville, KY 42240

Grace Abernethy
2811 Nelson Drive
Hopkinsville, KY 42240

Andrew Bond
144 Alumni Avenue
Hopkinsville, KY 42240

Francene Gilmer
206 Chambers Court
Hopkinsville, KY 42240

Diane Crony-Turner
26 Harton Place
Hopkinsville, KY 42240

Ginnie Pruitt
340 Wayne Drive
Hopkinsville, KY 42240

Ex Officio Advisors

The Director of the Museum and a Financial Advisor from the bank that The Foundation has its checking account with shall serve as advisors to the Board; however, they are non-voting ex officio members of the Board.

ARTICLE VII

Members

The Foundation shall have no members.

ARTICLE VIII

Indemnification

Each person who is or was a Director, officer, employee, committee member, advisory committee member, or volunteer of the Foundation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Foundation to the full amount against any liability, and the reasonable cost, or expense (including attorney's fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in their capacity as a Director, officer, employee, or committee member. However, no such person shall be indemnified against any such liability, cost or expense incurring in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit as improperly received by such persons, 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 Foundation 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 foundation for 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 the Article is not paid by the Foundation within ninety (90) days after a written claim has been received by the Foundation, the Director, officer, employee, 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 the claim. The Foundation 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 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 Foundation nevertheless shall indemnify each such person, 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 IX

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon Dissolution of the Foundation, the remaining net assets of the Foundation shall go to the Pennyroyal Area Museum or its successor. If the Museum or a successor organization is not in existence, such assets will go to a similar organization or organizations organized and operated exclusively for charitable and educational, which organization or organizations shall be either governmental or shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

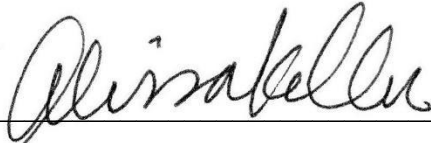
ARTICLE X

Limitation of Director Liability

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

1. For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Foundation;
2. For acts of omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
3. For any transaction from which the Director derives an improper personal benefit.

Executed by the undersigned Incorporator, effective this 12th day of June, 2023.

Signature:  _____
Alissa C. Keller, Incorporator