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ADD**Michael G. Adams**
Kentucky Secretary of State
Received and Filed:
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Fee Receipt: \$8.00**ARTICLES OF INCORPORATION****OF****DISTILLERS SAFETY PROFESSIONALS ASSOCIATION, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a nonprofit corporation (the "Corporation") under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

ARTICLE 1

The name of the corporation is Distillers Safety Professionals Association, Inc. (the "Corporation").

ARTICLE 2

(a) The Corporation is organized and operated exclusively for the purpose of advancing environmental, health and safety considerations within the distillery and spirits industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code). The Corporation shall receive contributions and fees, and shall distribute its funds solely in furtherance of its purposes provided herein. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

(b) Any other provision of these articles to the contrary notwithstanding, the corporation 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 corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributions in furtherance of Code Section 501(c)(6) purposes; and the corporation shall not carry on any activities denied to a corporation described in Code Section 501(c)(6).

ARTICLE 3

The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would:

(a) prevent it from obtaining or maintaining exemption from federal income taxation as a corporation described in Section 501(c)(6) of the Code;

(b) cause it to lose its exempt status under Section 501(c)(6) of the Code;

- (c) cause it to be operated for the primary purpose of carrying on a trade or business for profit;
- (d) violate applicable federal, state or local laws;
- (e) result in any prohibited transactions described in Section 503 of the Code;
- (f) cause it to accumulate income, invest income, or divert income, in a manner that would endanger its exempt status;
- (g) accumulate income so as to be subject to corporate tax under Section 4942 of the Code; or
- (h) result in any act of self-dealing, retaining any excess business holdings, making any investment which would subject it to tax under Section 4944 of the Code, or making any taxable expenditures.

ARTICLE 4

The duration of the Corporation is perpetual, until dissolved as provided by law. If the Corporation is dissolved, the Board of Directors shall, after paying or making provision for the payment of liabilities of the Corporation, transfer all assets of the Corporation to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(6) of the Code (or any successor provision).

ARTICLE 5

The affairs and business of the Corporation shall be conducted by a Board of Directors, with the number of directors to be fixed in accordance with the Corporation's bylaws, but not less than three (3) persons. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the members of the initial Board of Directors are as indicated below.

ARTICLE 6

The name and addresses of the Directors of the Corporation who are to serve until the first annual meeting of its Board of Directors, or until the first meeting called to elect the Board of Directors, are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| Taylor Duncan-Ballard | 1064 Loretto Road Bardstown, KY 40004 |
| Jeffrey Tate Preston | 526 Happy Hollow Road Clermont, KY 40110 |

Bob Mahanna

1500 Parkway Drive
Bardstown, KY 40004

ARTICLE 7

The name and street address of the registered agent is:

Jeffrey Tate Preston
526 Happy Hollow Road
Clermont, KY 40110

ARTICLE 8

No director shall be personally liable to the Corporation for monetary damages for breach of duties as a director, provided that this Article shall not eliminate or limit 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.

ARTICLE 9


The address of the principal office of the Corporation is 100 Capital Avenue, Frankfort, Kentucky 40601.

ARTICLE 10

(a) The Corporation's existence shall begin upon filing of these Articles of Incorporation by the Kentucky Secretary of State.

(b) The name and address of the incorporator of the Corporation is Jeffrey Tate Preston, 526 Happy Hollow Road, Clermont, Kentucky 40110.

IN WITNESS WHEREOF, the undersigned incorporator hereby executes the foregoing Articles of Incorporation and acknowledges this to be the incorporator's act and deed this 12th day of July, 2024.



Jeffrey Tate Preston, Incorporator

**Consent of Initial Agent to Serve as
Registered Agent for Service of Process**

Jeffrey Tate Preston, having a business address at 526 Happy Hollow Road, Clermont, Kentucky 40110, hereby agrees and consents to serve as registered office and agent for service of process of Distillers Safety Professionals Association, Inc.



Jeffrey Tate Preston