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AMR**Michael G. Adams**
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ARTICLES OF AMENDMENT AND RESTATEMENT
of
the Amended and Restated Articles of Incorporation
of
THE GHEENS FOUNDATION, INC.

Pursuant to the provisions of KRS 273.267 and KRS 273.273, the undersigned Foundation hereby executes these Articles to amend and restate the Restated Articles of Incorporation:

FIRST, the name of the Foundation is The Gheens Foundation, Inc.

SECOND, the following amendments have been made to the Restated Articles of Incorporation filed in 1978, as amended by the Articles of Amendment filed in 1978 and 1994 (the "1978 Articles"):

1. The text of Article II of the 1978 Articles has been amended to incorporate by reference the powers granted to nonstock, nonprofit corporations by Chapter 273 of the Kentucky Revised Statutes and any successor statute. The text of Article II of the 1978 Articles, relating to the powers of the Foundation, has been renumbered as Article III of the Amended and Restated Articles of Incorporation.
2. The text of Article III of the 1978 Articles has been amended to clarify that any organization receiving a distribution upon dissolution of the Foundation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Article III of the 1978 Articles has been renumbered as Article IV of the Amended and Restated Articles of Incorporation.
3. Article IV of the 1978 Articles has been renumbered as Article V of the Amended and Restated Articles of Incorporation.
4. The text of Article V of the 1978 Articles has been amended to state the correct mailing address for the Foundation. Article V of the 1978 Articles has been renumbered as Article VI of the Amended and Restated Articles of Incorporation.
5. Article VI of the 1978 Articles has been renumbered as Article VII of the Amended and Restated Articles of Incorporation.
6. The text of Article VII of the 1978 Articles has been amended to incorporate by reference the provisions for the management and regulation of the affairs of the Foundation included in the Bylaws of the Foundation. Article VII of the 1978 Articles has been renumbered as Article VIII of the Amended and Restated Articles of Incorporation.
7. The text of Article IX of the 1978 Articles has been amended to reference "the Internal Revenue Code" rather than "the Internal Revenue Code of 1954."
8. Article X of the Amended and Restated Articles of Incorporation has been added.

THIRD, the Amended and Restated Articles of Incorporation, as so amended and restated, are attached as Annex A to these Articles of Amendment and Restatement.

FOURTH, the Foundation has no members. These Amended and Restated Articles of Incorporation were adopted by the vote of a majority of the trustees in office at a meeting of the Foundation's Board of Trustees on December 12, 2023.

[Signature Page Follows]

The undersigned authorized officer has signed these Articles of Amendment and Restatement on this 28th day of December 2023.

THE GHEENS FOUNDATION, INC.



Barry G. Allen, President

Annex A
**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE GHEENS FOUNDATION, INC.**

ARTICLE I

The name of the corporation is “THE GHEENS FOUNDATION, INC.”

ARTICLE II

Any provision of these articles to the contrary notwithstanding, the Foundation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the provisions of paragraph 1 of Article II of these Articles of Incorporation.

The objects and purposes of the Foundation are as follows:

1. To conduct and carry on its work, not for profit, but exclusively for religious, charitable, scientific, literary, or educational purposes, in such manner that no part of its income or property shall inure to the private benefit of any donor, trustee, or individual, having a ‘personal or private interest in the activities of the Foundation, and in such manner that it shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation.
2. To organize, promote, foster, assist (whether financially or otherwise) and conduct such religious, charitable, scientific, literary and educational enterprises, movements, activities and institutions in any of the States of the United States, as from time to time may be determined, selected or decided upon by the Foundation’s Board of Trustees.

ARTICLE III

In furtherance of the objects and purposes of the Foundation provided in Article II, and in addition to the powers granted to nonstock, nonprofit corporations by Chapter 273 of the Kentucky Revised Statutes and any successor statute, the Foundation shall have the following powers:

1. To give, donate and contribute to any of the activities the Foundation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Foundation is organized, such money or property, or both, as the Foundation’s Board of Trustees may from time to time determine;
2. To accept gifts, bequests or devises of property of any kind which any person, firm or corporation may make to the Foundation, upon the terms, trusts and conditions as set forth in

deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

3. To operate any business, enterprise or property the Foundation may have or acquire, but only for the purposes permitted by these Articles of Incorporation. Provided, however, that in the operation of such business, enterprise or property, the Foundation shall devote the entire net income or net profits thereof, or both, only to the purposes for which this Foundation is organized. Nevertheless, the provisions hereof shall not be deemed to prevent the Foundation, in the operation of any such business, enterprise or property, from paying reasonable compensation for services actually rendered in the operation thereof;

4. To the extent, and in the manner permitted by law, and provided in these Articles of Incorporation, to promote, in the Commonwealth of Kentucky, the purposes for which it was formed;

5. To become a member of any other non-stock or non-profit corporation organized under the laws of this State, or to become affiliated with any other organization of like character existing under the laws of this State;

6. To the extent permitted by law, to enter contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments in behalf of the Foundation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and, without limiting the generality of the foregoing, but in furtherance thereof, to enter trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants and others in connection with the performance of any duty or trust arising under such agreement; and

7. To do any and all things which the Foundation's Board of Trustees may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Foundation is organized, as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky.

ARTICLE IV

1. The Foundation may be dissolved:

(a) Pursuant to the unanimous prior written consent of all of its trustees, or

(b) By a resolution adopted by the affirmative vote of all of its trustees at a meeting of the Board of Trustees called for that purpose, which meeting shall be held only after the Secretary of the Foundation shall have caused ten days prior written notice of the time, place

and purpose of the meeting, to be sent via registered United States mail, postage prepaid, to each trustee at his last known address as shown by the Foundation's records.

2. Paragraph 1 of this Article IV may only be amended, altered or deleted by unanimous prior written consent of all the trustees or by the affirmative vote of all the trustees present at a special meeting called for that purpose upon ten days prior written notice in the manner provided in subparagraph 1(b).

3. After a determination to dissolve the Foundation shall have been made, notice thereof shall be given to such officers and in such manner and form as may be required by law, and all procedures required by law to effect such dissolution shall be taken. Upon dissolution of the Foundation, the Board of Trustees shall distribute any assets not theretofore allocated or disposed of in a manner consistent with the uses and purposes set out in Article II; provided, however, that any organization receiving such a distribution shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

The Foundation shall have neither capital nor stockholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit or property inure to the incorporators thereof, nor to any trustee or officer thereof, except as compensation for services actually rendered, but its entire gain, profit, net earnings and property shall be devoted exclusively to the religious, charitable, scientific, literary and educational purposes set out and referred to in Article II hereof.

ARTICLE VI

Unless otherwise changed, the principal office of the Foundation shall be 401 Main Street, Suite 705, Louisville, Kentucky 40202.

ARTICLE VII

The Foundation shall not have members.

ARTICLE VIII

1. The affairs of the Foundation shall be managed by a Board of Trustees. The total number of trustees on the Board of Trustees shall be established by the Bylaws and shall not be less than four persons nor more than nine persons.

2. The Bylaws shall contain provisions for the management and regulation of the affairs of the Foundation by the Board of Trustees that are not inconsistent with law or these Articles of Incorporation.

ARTICLE IX

1. The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.
2. The Foundation shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.
3. The Foundation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.
4. The Foundation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.
5. The Foundation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE X

1. No trustee of the Foundation shall be personally liable to the Foundation for monetary damages for breach of fiduciary duty as a trustee; provided, however, that this Section 1 of Article X shall not eliminate or limit the liability of a trustee:

- (a) For any transaction in which the trustee's personal financial interest is in conflict with the financial interests of the Foundation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the trustee to be a violation of law; or
- (c) For any transaction from which the trustee derived an improper personal benefit.

This Section 1 of Article X shall not eliminate or limit the liability of any trustee for any act or omissions occurring prior to the date on which it becomes effective. In no case shall this Section or any such provision be construed to expand the liability of any trustee as determined pursuant to KRS 273.215.

2. The Foundation will indemnify any trustee or officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the Foundation to procure a judgment in its favor, brought to impose a liability on that person for an act alleged to

have been committed by that person in his or her capacity as trustee or officer of the Foundation, or as trustee, officer, employee or agent of any other entity which he or she served at the request of the Foundation) against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of the action, suit or proceeding or any appeal therein (but not for taxes, penalties or fines), if that person is either successful in his or her defense or if the proceeding is terminated by settlement, and if the person acted in good faith in the reasonable belief that the action was in the best interests of the Foundation, and in criminal actions or proceedings, without reasonable ground for belief that the action was unlawful. The Board of Trustees shall have the sole discretion to determine whether amounts for which a trustee or officer seeks indemnification were incurred properly and whether the trustee or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Foundation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that the action was unlawful. The determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to the action, suit or proceedings. The Foundation may pay or reimburse reasonable expenses incurred by a trustee or officer in advance of the final disposition of the proceeding after the Foundation receives a written affirmation by the trustee or officer of that person's good faith belief that the trustee or officer has met the standard of conduct necessary for indemnification and a written agreement to repay the amount paid or reimbursed if the final determination is that the person did not meet that standard.
