

LATONIA UPTOWN INC.

A Kentucky Non-profit Corporation

ARTICLES OF INCORPORATION

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporators, who are individuals 18 years of age or older, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

1.01 Name

The name of this corporation shall be Latonia Uptown Inc (“Latonia Uptown”). The business of the corporation may be conducted as Latonia Uptown.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

Latonia Uptown is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Purpose One: The purposes for this organization are to promote and assist with the development and revitalization activities in the Latonia Uptown area and to support implementation of the Latonia Small Area Study. Revitalization strategies would include but not limited to targeting vacant and dilapidated structures for redevelopment, building and improving streetscape, targeting retail businesses / retail service recruitment, and the promotion of the Latonia area. This is to be done through the National Main Street Center’s four-point approach: design (improving the appearance of the Latonia),

organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for Latonia); and economic restructuring (strengthening and expanding the economic base of the Latonia).

*This 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.

3.02 Non-Profit

Latonia Uptown is designated as a non-profit corporation.

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

Latonia Uptown is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of Latonia Uptown 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Latonia Uptown is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Latonia Uptown of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Latonia Uptown, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Latonia Uptown hereunder shall be selected by the discretion of a majority of the managing body of the Latonia Uptown and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Latonia Uptown by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Kentucky to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V
BOARD OF DIRECTORS

5.01 Governance

Latonia Uptown shall be governed by its board of directors.

5.02 Initial Directors

The names and addresses of the initial directors are as follows:

President: Paul Patton, 3514 Lincoln Avenue, Covington, Kentucky 41015

Vice President: Lisa Gillham, 3625 Park Avenue, Covington, Kentucky 41015

Secretary: Billie Mocabee, 443 Swan Circle, Elsmere, Kentucky 41018

ARTICLE VI
MEMBERSHIP

6.01 Membership

Latonia Uptown shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Latonia Uptown
605 Madison Avenue
Covington, Ky 41011

The mailing address of the corporation is:

Latonia Uptown
PO Box 15362
Covington, KY 41015

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Matthew Dusing
605 Madison Avenue
Covington, KY 41011

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Law Offices of Shannon C. Smith, PLLC
605 Madison Avenue, Suite 2
Covington, KY 41011

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Matthew Dusing, agree to be the registered agent for Latonia Uptown as appointed herein.

Matthew D. Dusing
Matthew Dusing, Registered Agent

Date: 3/21/19

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 3/21/19

Name and Address of Incorporator:

Law Office of Shannon C. Smith, PLLC
605 Walnut Avenue, Suite 2
Covington Ky 41011
By Matthew Dusing
Matthew D. Dusing