



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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Michael G. Adams
Kentucky Secretary of State
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Division of Business Filings
Business Filings
P.O. Box 718,
Frankfort, KY 40602
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Articles of Incorporation
Non-profit Corporation

NAI

Please note: This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the corporation is The Park Hill and Algonquin Community of Opportunity Neighborhood Association, Inc.

Article II: The purpose for which the corporation is organized is attached hereto as Article II, which is incorporated by reference.

Article III: The name of the registered agent is Corporation Service Company

and the street address of the corporation's initial registered office in Kentucky is

421 West Main Street Frankfort KY 40601
Street Address (No Post Office Box Numbers) City State Zip Code

Article IV: The mailing address of the corporation's principal office is

1729 W. Gaulbert Avenue Louisville KY 40210
Street or P.O. Box Number City State Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is six

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Table with 5 columns: Name, Street or P.O. Box Number, City, State, Zip Code. Rows include Ronald Hargrove, Nathan Gardner, and Kathleen Parks.

Article VI: The name and mailing address of the incorporator is

Table with 5 columns: Name, Street Address or P.O. Box Number, City, State, Zip Code. Row includes Ronald Hargrove.

(Additional articles not inconsistent with law may be stated in the space below or additional pages may be attached and incorporated by reference.)

Article VII: Article VII is attached and hereby incorporated by reference.

Please indicate if the following applies to your business ownership:
Veteran Owned (a nonprofit business which is at least fifty-one percent (51%) unconditionally managed by one (1) or more veterans.)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Signature of Incorporator: Ronald Hargrove, Print Name & Title, Date: 6-26-24

I, Corporation Service Company, consent to serve as the registered agent on behalf of the corporation.

Print Name of Registered Agent: Kaitlyn Rose, Asst. Secretary, Date: 06/27/2024

ARTICLE II

The corporation is organized to engage in any lawful act or activity for which a corporation may be organized under the Kentucky Revised Nonprofit Corporation Act, as it may be amended, so long as such acts or activities promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "**Code**"), including, without limitation: promoting the common good and general welfare of the people of the Park Hill and Algonquin communities of Louisville, Kentucky.

Article V Continued:

The additional names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Name	Street or P.O. Box Number	City	State	Zip Code
Bianca Goodlett	P.O. Box 16131	Louisville	KY	40256
Bendjy Charles	2304 Elmhurst Ave	Louisville	KY	40216
Bruce Sherrod	1714 Patton Court 47-N	Louisville	KY	40210

ARTICLE VII

7.1 Members & Voting Rights

The corporation shall have members. The qualifications of members the different classes of membership, if any, the voting rights and privileges of members, and the other terms and conditions of membership shall be as set forth in the bylaws of the corporation, as they may be amended from time to time.

7.2 Limitations

7.2.1 Nonprofit Status; No private inurement.

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director, officer, or trustee of the corporation, or any private 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 of the Corporation and subject to the limitations of Sections 7.2.2 and 7.2.3 of this Article.

7.2.2 Distributions; Dissolution

No director or officer of the corporation, or any private individual or any organization created or operated for profit, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the directors of the corporation to one or more organizations that are exempt under the provisions of Code Section 501(c)(3) or 501(c)(4) for a purpose or purposes similar to those set forth in Article II of these Articles of Incorporation and as permitted by the Code. Any such assets not so distributed shall be disposed of pursuant to an order by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine.

7.2.3 Prohibited Activity

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Code.

7.3 Indemnification; Limitation of Director and Officer Liability

7.3.1 Indemnification

The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each director or officer of the corporation who was or is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Notwithstanding the foregoing, the Corporation shall not be required to indemnify any person in connection with any action, suit or

proceeding commenced by such person, unless the commencement of such action, suit or proceeding by the person was authorized in the specific case by the directors of the corporation.

7.3.2 Limitation of Liability

A director or officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer; provided however, that this provision shall not eliminate or limit the liability of a director or officer to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 273 of the Kentucky Revised Statute as in effect at the time of the alleged breach of duty by such director or officer.

7.3.3 Repeal or Modification

Any repeal or modification of this Section 7.3 shall not adversely affect any right or protection existing at the time of such repeal or modification to which any director or officer may be entitled under this Section 7.3. The rights conferred by this Section 7.3 shall not be exclusive of any other right which the corporation may now or hereafter grant or may be acquired under any statute, bylaws, or otherwise. The rights conferred by this Section 7.3 shall continue as to any director or officer who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.