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**Elaine N. Walker, Secretary of State**  
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**ARTICLES OF INCORPORATION  
OF  
BOAZ FOUNDATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-stock, non-profit corporation under the laws of the Commonwealth of Kentucky, and to that end do hereby adopt Articles of Incorporation as follows:

**ARTICLE I: NAME**

The name of the corporation shall be BOAZ Foundation, INC.

**ARTICLE 2: Exempt Status**

The herein named corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons and entities in the communities in which it operates, as well as any agency funding sources deemed necessary by the board and has not been formed for pecuniary profit or financial gain, and no part of the assets; income, or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the not-for-profit corporation law.

Said 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 corresponding section of any future federal tax code.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 ( c ) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 ( c ) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III: PURPOSE**

To provide Bonnieville Kentucky and the surrounding area an improved quality of life through community services, educational advancement, enhanced technology, economic development and any other activity authorized by Section 501 ( c ) (3) of the Internal Revenue Code.

**ARTICLE IV: DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE V: OFFICES AND AGENTS**

The principal office and place of business of the corporation shall be located at 7775 North Dixie Hwy, Bonnieville, KY, 42713. The registered Office of the corporation shall be located at 7775 North Dixie Hwy, Bonnieville, KY 42713, and the authorized agent at this location upon whom process can be served shall be Sherman Bowman.

**ARTICLE VI: INCORPORATION**

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sherman Bowman	8021 N Dixie Hwy Bonnieville, Ky. 42713

**ARTICLE VII: NATURE OF CORPORATION**

The corporation formed hereby shall have no capital stock, and is organized to be a non-profit, non-stock entity composed of members rather than stockholders.

**ARTICLE VIII: INITIAL DIRECTORS**

There shall be no less than three (3) but no more than fifteen (15) directors constituting the Board of Directors. The names and addresses of the persons who are to serve as initial members of the Board of Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sherman Bowman	8021 N Dixie Hwy Bonnieville, Ky. 42713
Linda Watts	1100 Buckner Hill N Rd Bonnieville, Ky. 42713
Suellyn White	7793 North Dixie Hwy Bonnieville, Ky. 42713

## **ARTICLE IX: LIABILITY**

Pursuant to KRS 273.187, the directors, officers, employees and members of this corporation shall not be personally liable for any debt or obligation to the corporation, solely by reason of being a director, officer, employee or member thereof.

Pursuant to KRS 273.248, a director of this corporation shall not be personally liable for the monetary damages for breach of his or her duties as a director except as follows:

(a) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the corporation;

(b) for acts of commissions 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 transactions from which the director derived an improper personal benefit.

Any action taken as a director or any failure to take any action as a director shall not be the basis of monetary damages or injunctive relief unless:

(a) a director has breached or failed to perform the duties of the director's office in compliance with KRS3215, and

(b) in the case of an action for monetary damages, the breach or failure to perform constitutes willful misconduct or wanton or reckless disregard for human rights, safety or property.

## **ARTICLE X: INDEMNITY**

Pursuant to KRS 273.17, the corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. The corporation shall be empowered to make any other indemnification as shall be authorized by these Articles of Incorporation or By-Laws, or resolution adopted after notice to the members entitled to vote thereon.

## **ARTICLE XI: EARNINGS**

No part of the net earnings of the corporation 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 Article III hereof.

## **ARTICLE XII: DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section of Section 501 ( c ) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIII: AMENDMENTS TO ARTICLES OF CORPORATION**

The Articles of Incorporation of this corporation may be changed by vote of two thirds (2/3) of the board of directors at any regular meeting or at a special meeting duly called upon notice for the specific purpose of changing the Articles.

In TESTIMONY WHEREOF, witness the hand of this incorporator of the BOAZ Foundation, Inc., this the ---day of , 2011.

BY - LAWS  
OF  
BOAZ FOUNDATION, INC.

**ARTICLE I: NAME AND LOCATION**

The name of the corporation is : BOAZ Community, Inc. hereinafter referred to as the “Corporation”. The principal office address of the corporation shall be located at 7775 North Dixie Hwy, Bonnieville, KY, 42713. The corporation may have such other offices as the Board of Directors may designate or as the business if the corporation may from time to time require.

**ARTICLE II: MEMBERSHIP**

The corporation shall have no capital stock and its organized to be a non-profit. Non-stock entity composed of members rather than stockholders. The membership of the corporation shall consist of the members of the Board of Directors, as stated herein.

**ARTICLE III: BOARD OF DIRECTORS**

Section 1: **General Powers:** The business and affairs of the corporation shall be managed by its Board of Directors, The Directors shall in all case act as a board and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with the By-Laws and the laws of the Commonwealth of Kentucky.

Section 2: **Composition:** The business and property of the corporation shall be managed by a Board of Directors numbering not less then three (3) nor more than fifteen (15). No compensation shall be paid to the Board of Directors for their services on the Board.

Section 3: **Term of Office:** The term of office of the members of the Board shall be for four (4) years. Said terms shall be staggered with one-third (1/3) of the positions open for election every year. These positions shall be filled in accordance with the provisions of Article VII. No member shall be elected to serve on the Board of Directors for more than eight (8) consecutive years. A member having served eight (8) consecutive years is eligible for reelection to the Board of Directors after rotating off the board for a minimum of one (1) year.

Section 4: **Removal:** Any member of the Board of Directors may be removed from office by a two-thirds (2/3) vote of the Board at a regular or special meeting of the Board. Three (3) unexcused absences from Board meetings within a one (1) year period shall be grounds for removal of any member from the Board. Notice of a proposed removal of a director must be given to such party at least thirty (30) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the director must state the cause for the proposed removal.

## ARTICLE IV - MEETINGS OF DIRECTORS

Section 1: Annual Meeting: The annual meeting of the corporation shall be held each year, in the month of December, unless otherwise specified by the Board of Directors.

Section 2: Regular Meetings: The Board of Directors shall hold regular meetings on *the 1<sup>st</sup> Monday of each month* and may call special meetings and Executive Committee meetings, as they may deem necessary for the competent management of the affairs of the corporation.

Section 3: Voting: Each member of the Board of Directors shall possess one (1) vote in matters coming before the board.

Section 4: Quorum: A majority of the members of the Board of Directors in attendance at any meeting shall constitute a quorum.

## ARTICLE V - OFFICERS

Section 1: Number and Election: Within a reasonable time after their election the members of the Board Of Directors shall elect from their members the following officers: President, Vice President, Secretary and Treasurer. A term of office shall be for a minimum of two (2) years and shall run concurrently with the corporation's fiscal year. Each officer shall hold office until a qualified successor has been duly elected or until the officer's death, resignation or removal.

Section 2: Removal: Any officer or agent elected or appointed by Directors may be removed by the Directors whenever in their judgment, the best interest of the corporation would be served thereby.

Section 3: Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

Section 4: President: The President of the Board of Directors shall supervise all activities of the corporation; execute all instruments in its behalf when specifically authorized by the Board of Directors to do so; preside in all meetings of the Board of Directors; call such meetings of the Board as shall be deemed necessary; and perform such other duties usually inherent to such office.

Section 5: Vice President: The Vice President of the Board of Directors shall act for the President in his absence and perform such other acts as the President may direct.

Section 6: Treasurer: The Treasurer shall receive and be accountable for all funds belonging to the corporation; pay all obligations incurred by the corporation when payment is authorized by the Board of Directors; maintain back accounts to depositories designated by the Board of Directors; and render financial reports on at least a quarterly basis, or as designated by the Board.

Section 7: Secretary: The Secretary shall be accountable for maintaining copies of all records belonging to the corporation; keep and maintain meeting notes, information pertaining to all obligations incurred by the corporation as designated by the Board of Directors; and render minutes and reports as designated by the Board.

## **ARTICLE VI - COMMITTEES**

Section 1: Executive Committee: There shall be an Executive Committee composed of the officers of the corporation. President - Vice President - Treasurer - Secretary and or Treasurer/ Secretary. The President shall serve as chairman of the Executive Committee which shall meet at the discretion of the officers. The Executive Committee shall have the power to act on behalf of the corporation in cases of emergencies where action must be taken and the Board of the Directors is unable to convene a quorum to act.

Section 2: Nominating Committee: There shall be a Nominating Committee composed of members of the Board of Directors who shall serve at the pleasure of the board,. The Board Chairman shall name one of these members as Chairman of the Nominating Committee. The Nominating Committee shall screen and consider qualifications of potential candidates for members of the Board of Directors and officers of the corporation. It shall, as appropriate, submit to the members of the Board of Directors for their consideration, the names of persons recommended for officers and director positions. It shall carry out the responsibilities assigned to it under Article VII, Nominations and Elections. To assure proper screening of all candidates for officer or director, all recommendations to the Nominating Committee shall be made at least thirty (30) days prior to the subject election.

## **ARTICLE VII - NOMINATIONS AND ELECTIONS**

Section 1: Nominations: The Nominating Committee, after proper screening and the obtaining of the consent of each candidate, shall distribute to each board member, at least fourteen (14) days prior to the annual election meeting or any meeting at which an officer or board member is to be elected, a notice setting forth the following:

- (a) A proposed single slate of candidates for any officer position to be filled.
- (b) At least one (1) candidate for each of the board positions to be filled, setting forth the terms of each, where appropriate.

Section 2: Election: The ballots submitted to the Board by the Nominating Committee shall include all of the nominees selected under Section 1 hereof and a majority vote, subject to the quorum provisions of Article III, shall elect, The Chairman of the Nominating Committee shall promptly candidates of the outcome of the election.

Section 3: Vacancies: Any and all vacancies on the Board of Directors or in any office shall be filled in accordance with the provisions of this Article.

## **ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1: Approval of Resolutions: All resolutions adopted by the Board of Directors, pursuant to any business transacted on behalf of the corporation under this Article, must be approved by a majority vote of the membership of the Board of Directors present at the meeting in which said vote is taken.

Section 2: Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 3: Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined or specific instances.

Section 4: Checks, drafts, etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as from time to time determined by resolution by the Board of Directors.

Section 5: Deposits: All funds of the corporation not otherwise employed shall be deposited at a minimum on a bi-weekly basis to the credit of the corporation in banks, trust companies or other depositories as the Board of Directors may select.

Section 6: Authority of Officers, Employees, Agents: No officer, employee or agent of the corporation shall have the power to bind the corporation by contract or otherwise, unless authorized to do so by the Board of Directors.

## **ARTICLE IX - FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE X - AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the Board Of Directors at any regular or special meeting, provided that the alteration, amendment or motion to repeal and adopt new by-laws has been submitted to the Board of Directors in writing at the previous regular or special meeting.



**CERTIFICATE OF ADOPTION**

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, the duly elected and acting President of BOAZ Community, Inc., do hereby certify that the within and forgoing By-laws of said corporation were duly adopted on the \_\_\_\_ day of \_\_\_\_\_, 2011, and that the same now constitute the By-laws of said corporation.

In witness thereof, I have hereunto subscribed my name as President on the \_\_\_\_ day of \_\_\_\_\_, 2011.

\_\_\_\_\_  
PRESIDENT

Board of Directors in writing at the previous regular or special meeting.

**CERTIFICATE OF ADOPTION**

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, the duly elected and acting President of BOAZ Community, Inc., do hereby certify that the within and forgoing By-laws of said corporation were duly adopted on the 18 day of April, 2010, and that the same now constitute the By-laws of said corporation.

In witness thereof, I have hereunto subscribed my name as President on the 18 day of April, 2010.

  
PRESIDENT