

ARTICLES OF INCORPORATION
2nd Story, Inc.

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Michael G. Adams
Kentucky Secretary of State
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(Nonstock Corporation)

The corporation is incorporated under Ch. 14A and 273 of the Kentucky Revised Statutes.

ARTICLE I

The Corporation shall be known as 2nd Story, Inc. and shall be referred to herein as the "Corporation."

ARTICLE II

The mailing address of the Corporation's principal office is 522 West Short Street, Lexington, KY 40507.

ARTICLE III

The Corporation's registered agent is Leah Kolb. The street address of the Corporation's registered office is 522 West Short Street, Lexington, KY 40507.

ARTICLE IV

The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are as follows:

To be organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or to any corresponding provision of any future federal tax law), (the "Code"), as follows:

- (A) To support artists through activities including but not limited to exhibitions, publications, programming, and professional development opportunities;
- (B) To provide the public with access to contemporary art through programs including exhibitions, artist talks, arts education, and other cultural programming;
- (C) To provide assistance to governmental and not-for-profit organizations with purposes similar to, or with activities in furtherance of, the purposes set forth hereinabove;

(D) To engage, subject to the foregoing limitation and those set forth below, in any lawful act or activity for which a corporation may be organized under Ch. 14A and 273 of the Kentucky Revised Statutes.

If at any time the Corporation is deemed to be a private foundation as defined in Section 509 of the Code then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, or make any investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

ARTICLE V

In pursuance of its purposes, as set forth in Article IV, and subject to any limitations herein expressed, the Corporation is specifically authorized to do the following:

(a) To purchase, accept, exchange, inherit, lease or otherwise acquire real and personal property, or any interest therein, of whatever kind, and to own, hold, control, maintain, manage, convey, dispose of, or change the character of such property; and

(b) To do, perform and supervise any and all other things which are not inconsistent with the purposes set forth in Article IV;

provided that the Corporation shall not have or exercise any power or authority not granted to it under Ch. 14A and 273 of the Kentucky Revised Statutes nor shall it engage in any activity that would prevent it from qualifying as a corporation described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including by the publication or

distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE VII

The Corporation is non-profit and shall not have or issue shares of stock or make distributions. There shall be no period of limitation for the duration of the Corporation.

ARTICLE VIII

The Corporation shall have not have members.

ARTICLE IX

The activities, property and affairs of the Corporation shall be managed by its Board of Directors. The number of directors constituting the initial board of directors of the Corporation is 3. The initial board of directors is:

Leah Kolb (136 Hamilton Park, Lexington, KY 40504)

Stuart Horodner (136 Hamilton Park, Lexington, KY 40504)

Jolynne Roorda (4810 Sherwood Road, Madison, WI 53711)

ARTICLE X

The directors may by the affirmative vote of no less than two--thirds of all directors then serving, at any annual meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose:

(1) Amend the Articles of Incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts to the Corporation for federal tax purposes or the federal income tax exemption of the Corporation as an organization described in Section 501(c)(3) of the Code;

(2) Dissolve the Corporation;

(3) Transfer substantially all of the Corporation's assets to another corporation exempt from taxation under Section 501(c)(3) and described in Section 170(b)(1)(A) of the Code, and formed for purposes similar to those of the

Corporation, or otherwise sell or mortgage substantially all of the assets of the Corporation;

(4) Merge the Corporation with another corporation or consolidate the Corporation into a new corporation; or

(5) Amend the Bylaws. The directors of the Corporation shall have the right to make other fundamental changes to the extent and in the manner permitted by Wisconsin law to directors of a Wisconsin nonstock corporation except as otherwise provided in these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE XI

Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 XII

These Articles of Incorporation shall not be amended to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE XIII

To the fullest extent permitted by applicable law, the personal liability of the directors to the Corporation for monetary damages for breach of duty as a director shall be limited to an amount equal to the compensation received by the director for serving the Corporation during the year of the violation.

The Corporation shall indemnify, and advance expenses to, its directors, officers, employees, and agents to the maximum extent permitted by Ch. 14A and 273 of the Kentucky Revised Statutes, as amended.

ARTICLE XIV

This application will be effective upon filing.

ARTICLE XV

The name and address of the incorporator is: Leah Kolb, 522 West Short Street, Lexington, KY 40504.

Dated at Lexington, KY, this 30 day of November, 2023.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing articles are true.



Leah Kolb
Incorporator

I hereby consent to my appointment as Registered Agent and do accept the duties and responsibilities of such position.



Leah Kolb
Registered Agent