

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

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Michael G. Adams
Secretary of State
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Michael G. Adams
Secretary of State
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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 nonprofit corporation is

JANE'S RECOVERY Co.

Article II: The purpose of the nonprofit corporation is **To provide a safe, caring place for homeless individuals and families in Harlan County, Kentucky. To offer shelter, service delivery, support, and facilitate connection with resources to help individuals and families find stability and independence.**

Article III: The name of the initial registered agent is

Frank Walton Robinette

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

423 East Mound Street., Harlan, KY 40831

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

423 East Mound Street, Harlan, KY 40831

Article V: The number of directors constituting the initial board of directors is **3**

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

Director	Frank Robinette	423 East Mound Street, Harlan, Ky 40831
Director	Amber Stepp	Po box 656, Harlan, Ky 40831
Director	Patricia Robinette	423 East Mound street, Harlan, Ky 40831

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

Incorporator	Frank Robinette	423 East Mound Street, Harlan, Ky 40831
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Additional articles not inconsistent with law may be stated in the space below.

ARTICLE I:
1.1 Name

The name of this corporation shall be Jane's Recovery Shelter, hereinafter referred to as "the

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Corporation."

ARTICLE II: DURATION**2.1 Duration**

The period of duration of the Corporation is perpetual

ARTICLE III: REGISTERED OFFICE AND AGENT**3.1 Registered Office**

The registered office of the Corporation shall be located at 423 East Mound Street. Harlan, Kentucky 40831.

3.2 Registered Agent

The name of the registered agent at the above address is Frank Robinette, who accepts appointment as the registered agent.

ARTICLE IV: PURPOSE**4.1 Purpose**

The Corporation is organized exclusively for charitable, educational, or 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. Specifically:

- To provide a safe, caring place for homeless individuals and families in Harlan County, Kentucky.
- To empower homeless people to utilize their own inherent power and potential to lead self-directed, happy, and healthy lives.
- To offer shelter, service delivery, support, and facilitate connection with resources to help individuals and families find stability and independence.
- To address underlying issues contributing to homelessness through programs supporting addiction recovery, prevention, harm reduction, mental health, legal aid, and family reunification support.

Additionally, the Corporation shall: Partner with existing nonprofit organizations to further its purpose. This includes:

- Collaborating with local and regional nonprofits and businesses to enhance service delivery, share resources, and leverage expertise.
- Establishing formal partnerships or memorandums of understanding (MOUs) with other organizations to provide comprehensive support to homeless individuals and families.
- Engaging in joint initiatives, programs, or events that align with the Corporation's mission and goals.
- Facilitating referrals and coordination of services to ensure a seamless continuum of care for those in need.

ARTICLE V: NONPROFIT NATURE**5.1 Nonprofit Status**

The Corporation is not organized for profit, and 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 IV hereof.

Article VII: Board of Directors**7.1 Initial Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, which shall initially consist of two (3) directors. The names and addresses of the initial directors are:

Chief Executive Officer (CEO): Frank Robinett, 423 East Mound Street. Harlan, Kentucky 40831.

President: Amber Stepp, P.O. Box 656. Harlan, Kentucky 40831.

Chief Operating Officer: Patricia Robinette, 423 East Mound Street. Harlan, Kentucky 40831.

7.2 Voting Rights of the Initial Directors

The initial directors, serving as the CEO, President, and COO shall each be granted three (3)

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votes on all matters brought before the Board of Directors for decision. 7

apply to all voting matters, including but not limited to:

- Election of additional directors
- Approval of bylaws and amendments
- Adoption of policies and procedures
- Financial decisions
- Any other matters requiring a vote by the Board of Directors

7.3 Quorum and Voting

Aquorum for the transaction of business by the Board of Directors shall consist of a majority of the directors then in office, provided that at least one of the officers with enhanced voting rights (CEO or President) is present. If a quorum is not present at a scheduled meeting, the officers with enhanced voting rights (CEO or President) shall have the authority to:

- Conduct Business: Proceed with the meeting and conduct business as if a quorum were present, provided that the officers with enhanced voting rights collectively hold a majority of the total votes available to the Board of Directors.

-Voting: Each director, including the officers with enhanced voting rights, shall have one vote per director position held, except as provided in Section 2. The officers with enhanced voting rights shall have three votes each on all matters brought before the Board of Directors for decision.

-Notice: If a quorum is not present, the officers with enhanced voting rights must provide written notice to all directors within 48 hours of the meeting, detailing the decisions made and the reasons for proceeding without a quorum.

-Ratification: Any decisions made without a quorum must be ratified by a majority of the Board of Directors at the next meeting where a quorum is present.

7.4 Election of Additional Directors

The initial directors shall have the authority to elect additional directors to the Board. The number of directors may be increased by a majority vote of the Board, provided that the total number of directors does not exceed nine (9). Any additional directors elected shall have one vote per director position held.

7.5 Limitations

The enhanced voting rights granted to the initial directors shall not be used to override the corporation's purpose, violate any legal obligations, or contravene the nonprofit's mission. Any action taken by the Board of Directors must still comply with state laws and the corporation's bylaws.

7.6 Amendments

Any amendment to this Article VII shall require a two-thirds (2/3) vote of the Board of Directors, including the officers with enhanced voting rights, and must be approved by the members of the corporation if the nonprofit has voting members.

7.7 Effective Date

This provision shall become effective upon the filing of these Articles of Incorporation with the Kentucky Secretary of State.

ARTICLE VIII: DISSOLUTION

8.1 Dissolution

Upon the dissolution of the Corporation, assets owned by the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Harlan County Fiscal Court of 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 IX: AMENDMENTS

9.1 Amendments

These Articles of Incorporation may be amended by a two-thirds vote of the
at any regular or special meeting, provided that the notice of such meeting
proposed amendment.

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This filing will be effective on **Monday, February 3, 2025.**

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

Signature of individual signing on behalf of **Incorporator: Frank
Robinette**

I, **Frank Walton Robinette**, consent to serve as the Registered
Agent on behalf of this entity on Monday, February 3, 2025.

