

**ARTICLES OF INCORPORATION  
OF  
BOWLING GREEN RIVERFRONT FOUNDATION, INC,**

The undersigned, acting as incorporator of a non-stock, non-profit corporation organized pursuant to Chapter 273 of the Kentucky Revised Statutes, as amended (the "Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE I.  
NAME OF CORPORATION**

The name of the corporation shall be the Bowling Green Riverfront Foundation, Inc, as amended (the "BGRF").

**ARTICLE II.  
PURPOSES AND POWERS**

2.1 The BGRF is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any corresponding section of any future federal tax code, including for such purposes, the making of distributions to organization that qualify as exempt organizations under 501(c)(3) of the Code. The corporation may receive contributions and fees, and shall distribute its funds for public, charitable purposes, as hereinafter set forth. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations under the Act; provided, however, that the corporation shall not have or exercise any power prohibited by Article 2.2. The corporation is organized for the purpose of creating, preserving, protecting, promoting, advocating and educating about the Riverfront Park System along the Barren River in Bowling Green, Kentucky, its history, natural resources, water quality, economic and social benefits.

2.2 The BGRF shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. No part of the net earnings of the BGRF shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the BGRF 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 2.1 hereof. No substantial part of the activities of the BGRF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the BGRF 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 Code or (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any corresponding section of any future federal tax code.

2.3 Additionally, the BGRF is formed to promote the economic health and quality of life of all citizens; to carry out the above goals and purposes; to solicit and receive gifts, bequests, legacies, conveyances or real and personal property in furtherance of the above purposes; to apply for, to receive and administer funds and grants from public or private sources, state, federal or county governments for the above mentioned purposes and; to do anything necessary, suitable and proper for the attainment of any of the purposes, the accomplishment of any of the objects or the furtherance of any of the powers hereinabove set forth.

2.4 The BGRF shall have all powers set forth in the Act and otherwise not prohibited by law as all such powers may be limited by the provisions of the Code herein specified.

**ARTICLE III.**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE, AGENT**

3.1 The principal office of the BGRF shall be 850 Wilkinson Trace, Unit 237, Bowling Green, KY 42103.

3.2 The name and address of its registered agent and registered office is Paul M. Ress, 850 Wilkinson Trace, Unit 237, Bowling Green, KY 42103.

**ARTICLE IV.**  
**INCORPORATOR**

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Paul M. Ress	850 Wilkinson Trace, Unit 237 Bowling Green, KY 42103

**ARTICLE V.**  
**MEMBERS**

The BGRF shall have no members. The affairs of the BGRF shall be managed and conducted by its duly elected directors.

**ARTICLE VI.**  
**BOARD OF DIRECTORS**

The initial Board of Directors shall consist of (Insert #) (?) directors. The election of directors shall be as prescribed by the Bylaws of the BGRE. Directors may make and adopt bylaws not inconsistent with the provisions of these Articles of Incorporation of the laws of the Commonwealth of Kentucky.

The Initial Board of Directors shall consist of the following persons:

<u>Name</u>	<u>Address</u>
Paul M. Ress	850 Wilkinson Trace, Unit 237 Bowling Green, KY 42103
Clinton Lewis	335 Bellevue Avenue Bowling Green, KY 42101
Adam J. Jones	1638 Camden Court Bowling Green, KY 42103
Jordan Carter	828 Matlock Road Bowling Green, KY 42104
Bruce A. Larson	800 White Stone Quarry Road Bowling Green, KY 42101
Drew Hensley	913 Rockwood Drive Bowling Green, KY 42103
Adam Leftwich	332 Bellevue Avenue Bowling Green, KY 42101
Bradley Renick	846 Red Clover Avenue Bowling Green, KY 42101
Nicholas Lawhon	254 Grandview Circle Gallatin, TN 37066
Kory McDonald	2047 Salsbury Street Bowling Green, KY 42101
Greg Foster	605 Porter Thorton Road Bowling Green, KY 42104

Brad Schneider	1583 Chenoweth Circle Bowling Green, KY 42104
Jennifer Portmann	923 Cherry Drive Bowling Green, KY 42101
Jim Bullington	1923 Cedar Ridge Road Bowling Green, KY 42101
Eric Druen	308 Stone Ridge Street Bowling Green, KY 42101
John All	407 Sumpter Avenue Bowling Green, KY 42101
Christopher D. Minix	919 Magnolia Street Bowling Green, KY 42103
Scott Truman	31 Mustang Drive Scottsville, KY 42164
Lucas Slavey	315 Collett Bridge Road Alvaton, KY 42122
Warren Curtis	1770 Carter Sims Road Bowling Green, KY 42104
Deryck B Rodgers	420 Emmett Avenue Bowling Green, KY 42101
Doug Martens	912 Carriage Court Bowling Green, KY 42103
DJ Buselmeier	3033 Cave Springs Avenue, Apt 2 Bowling Green, KY 42104
Derrick Mason	820 Roseland Way Bowling Green, KY 42104

**ARTICLE VII.**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the BGRF, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principle office of the BGRF 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 VIII.**  
**LIMITATION OF LIABILITY; INDEMNIFICATION**

8.1 No director of the BGRF shall be personally liable to the BGRF for monetary damages for breach of his duties as a director, except for liability (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the BGRF; (b) for acts or omissions 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 transaction from which the director derived an improper personal benefit.

8.2 Any repeal or modification of this Article VIII, shall not adversely affect any right or protection of a director of the BGRF hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

8.3 The BGRF shall, to the fullest extent permitted by Kentucky Law, indemnify any director or officer of the BGRF from and against any and all reasonable costs and expenses (including but not limited to, attorney's fees) and any liabilities including, but not limited to, judgments, fines, penalties and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal relating thereto), whether formal or informal, and whether made or brought by or in the right of the BGRF or otherwise, which such person is, was or at anytime becomes a party or witness, or is threatened to be made a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a director, officer, employee or agent of the BGRF or, at the BGRF's request, a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

8.4 The indemnification authorized by this Article VIII, shall not be exclusive of any provision of these Articles of Incorporation or the Bylaws of the BGRF, agreement, or disinterested directors or otherwise. The BGRF may take such



steps as may be deemed appropriate by the board of directors to provide and secure indemnification to any such person, including, without limitation, the execution of agreements for indemnification between the BGRF and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Article VIII.

**IN WITNESS WHEREOF**, the undersigned has duly executed these Articles of Incorporation this 11<sup>th</sup> day of January 2011

A handwritten signature in cursive script, appearing to read "Paul M. Ress", written over a horizontal line.

Paul M. Ress, Incorporator

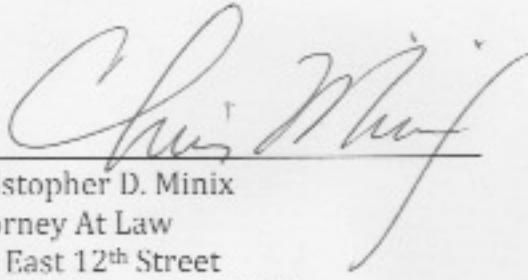
The foregoing instrument was prepared by:

A handwritten signature in cursive script, appearing to read "Paul M. Ress", written over a horizontal line.

Paul M. Ress

### CONSENT OF INITIAL REGISTERED AGENT

The initial registered agent identified in Article III of the Articles of Incorporation of Bowling Green Riverfront Foundation, Inc, as amended (the, "BGRF"), herby consents to serve the BGRF in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with Kentucky Law.

A handwritten signature in cursive script, appearing to read "Chris Minix", is written over a horizontal line.

Christopher D. Minix  
Attorney At Law  
416 East 12<sup>th</sup> Street  
Bowling Green, KY 42102

January 11<sup>th</sup> 2011