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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
of
DOWNTOWN OWENSBORO MAIN STREET, INC.
a Kentucky Nonstock, Nonprofit Corporation

The undersigned, Sean S. Land, serving as incorporator, executes these Articles of Incorporation pursuant to Chapter 14A, *et seq.*, of the Kentucky Revised Statutes for the purpose of forming, and hereby does form, a nonstock, nonprofit corporation under Chapter 273 of the Kentucky Revised Statutes, and in accordance with the following provisions, to-wit:

ARTICLE I

The name of the nonstock, nonprofit corporation incorporated hereby is Downtown Owensboro Main Street, Inc. (the “Corporation”).

ARTICLE II

The Corporation is organized exclusively for charitable purposes within the meaning and tenor of 26 U.S.C. § 501(c)(3), or the corresponding section (or sections) of any future federal tax code, to foster community engagement within the downtown area of the City of Owensboro and to instill a sense of pride, recognition, and involvement for the citizens of Owensboro and surrounding areas.

ARTICLE III

The Corporation shall be vested with all the powers conferred upon a nonstock, nonprofit corporation under the provisions of Chapter 273 of the Kentucky Revised Statutes, as the same may be amended from time to time, and as set forth in Corporation’s bylaws and all other powers which are necessary, proper, convenient or desirable to fulfill and further the purpose of the Corporation; provided, however, in no event shall the Corporation exercise any power which affects its status as a nonstock, nonprofit corporation.

ARTICLE IV

The Corporation shall be of perpetual duration, unless sooner terminated by voluntary or involuntary dissolution.

ARTICLE V

The street address of the initial registered office of the Corporation within the Commonwealth of Kentucky and the name of the Corporation’s initial registered agent at such address shall be:

Sean S. Land, Esq.
608 Frederica Street, Suite 200
Owensboro, Kentucky 42301.

ARTICLE VI

The mailing address of the principal office of the Corporation within the Commonwealth of Kentucky shall be:

Sean S. Land, Esq.
608 Frederica Street, Suite 200
Owensboro, Kentucky 42301.

ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II, *supra*.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or otherwise intervene (including the publishing or distribution of statements), in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding section (or sections) of any future federal tax code, or (b) a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or the corresponding section or sections, as the case may be, of any future federal tax code.

ARTICLE VIII

The initial board of directors of the Corporation shall consist of seven (7) people who shall serve until the first annual meeting of the members of the Corporation. The names and addresses of the said initial directors are as follows:

Tamarra Brasher
123 West 2nd Street
Owensboro, Kentucky 42303;

Bill Brown
116A West 2nd Street
Owensboro, Kentucky 42303;

Debi Ford
101A West 3rd Street
Owensboro, Kentucky 42303;

Amy Gilmore
333 Frederica Street
Owensboro, Kentucky 42301;

Anne Higgins
126 West 2nd Street
Owensboro, Kentucky 42303;

Derek Stone
101 West 2nd Street
Owensboro, Kentucky 42303; and,

Carly Smith
311 West 2nd Street
Owensboro, Kentucky 42301.

At the first annual meeting of the members of the Corporation, seven (7) members of the board of directors shall be elected. Thereafter, the affairs of the Corporation shall be conducted by a board of directors of not less than five (5) persons nor more than the number of persons specified in the bylaws for the Corporation.

ARTICLE IX

No director shall not be liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duties as a director unless such act or omission (a) is one in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation; (b) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; or, (c) is a transaction from which the director derived an improper personal benefit.

ARTICLE X

Upon the dissolution of the Company, all property and records of the Corporation shall be proportionally and automatically become the property of the churches that are represented by the Company's membership. All monies in the treasury of the Company, if any, shall be assigned proportionately to represented churches; general tithing funds, subject to any and all outstanding liabilities of the Company and in compliance with the requirements and regulations any IRC § 501(3)(c), or the corresponding section (or sections) of any future tax code.

ARTICLE XI

The name and address of the incorporator of the Corporation is Sean S. Land, Esq., 608 Frederica Street, Suite 200, Owensboro, Kentucky 42301.

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EXECUTED and ACKNOWLEDGED by the undersigned in the City of Owensboro, Daviess County, within the Commonwealth of Kentucky, this the 19 day of August, 2024.



Sean S. Land, Incorporator

COMMONWEALTH OF KENTUCKY)
) *SCT.*
COUNTY OF DAVIESS)

SUBSCRIBED, SWORN TO, and ACKNOWLEDGED before me, a notary public, by Sean S. Land, as the incorporator of Downtown Owensboro Main Street, Inc., a Kentucky nonstock, nonprofit corporation, this the 19th day of August, 2024.



Notary Public, Ky. State-at-Large
Notary Identification No.: KYNP83674
Commission Expires: 12/11/2027

