

0791539.09 dwilliams  
AMD  
Michael G. Adams  
Kentucky Secretary of State  
Received and Filed:  
6/6/2022 7:21 AM  
Fee Receipt: \$16.00

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
GRACE ON THE HILL CHURCH, INC.**

Grace on the Hill Church, Inc., hereby amends and restates its Articles of Incorporation pursuant to the provisions of KRS 273.267 and 273.273 of the Kentucky Nonprofit Corporation Acts (the “Act”) and states as follows:

1. The corporation’s name is Grace on the Hill Church, Inc., a Kentucky nonprofit corporation (the “Corporation”).
2. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as set forth on Exhibit A attached hereto and incorporated herein.
3. The foregoing amendment and restatement was adopted and approved by the Corporation’s Board of Directors, the Corporation having no members at this time.
4. These Amended and Restated Articles of Incorporation were duly adopted as required by law, correctly set forth the provisions of the Articles of Incorporation as heretofore and herein amended, and supersede the Articles of Incorporation.
5. These Amended and Restated Articles of Incorporation shall be effective as of the date and time of filing with the Kentucky Secretary of State.

\* \* \*

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation on May 30, 2022.

**GRACE ON THE HILL CHURCH,  
INC.**

By: Bret Kuss  
Bret Kuss, President

5-30-2022

**THIS INSTRUMENT PREPARED BY:**

MAFS

Michael N. Fine  
WYATT, TARRANT & COMBS, LLP  
400 West Market Street, Suite 2000  
Louisville, Kentucky 40202  
(502) 562-7111

**Exhibit A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
GRACE ON THE HILL CHURCH, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is Grace on the Hill Church, Inc.

**ARTICLE II  
PURPOSES**

The Corporation is a Kentucky nonprofit corporation organized and operated exclusively for religious and charitable purposes as may qualify it for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code") and the Treasury Regulations promulgated thereunder (the "Regulations"), and as may qualify contributions to it for deduction under section 170(c)(2) of the Code and the Regulations promulgated thereunder. In furtherance of the foregoing, the Corporation shall:

(a.) Promote, encourage, foster and engage in the dissemination of religious, spiritual and moral teaching and instruction for the support of public worship in accordance with the teachings of Jesus Christ as found in the Bible, through all legitimate means.

(b.) Have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Kentucky Nonprofit Corporation Acts (the "Act"), including without limitation, the general powers enumerated in KRS 273.171 except to the extent prohibited by these Articles of Incorporation.

(c.) **Prohibited Activities.**

(A) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(B) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no Director or officer of the Corporation may or shall receive any

pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. The Corporation is expressly precluded from advancing or loaning its Directors, officers or employees any money or property.

(C) The Corporation shall not in any manner nor to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(D) As limited by Section 501(c)(3) of the Code, the Corporation shall not devote more than an insubstantial part of its activities to influencing legislation or carrying on propaganda within the meaning of Section 4945(e) of the Code.

(E) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(F) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of these Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

### **ARTICLE III TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV  
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3). The number of Directors shall be fixed in, or in accordance with, the Corporation's Bylaws. Annual elections will be held by the Board of Directors.

**ARTICLE V  
CONTRACTS OR TRANSACTION OF BUSINESS  
WITH DIRECTORS AND OFFICERS**

No pecuniary profit shall be received by any Director or officer from the operations of the Corporation by reason of his or her status as a Director or officer. Any contract or transaction of business between the Corporation and one or more of its Directors or officers, or with any corporation or other legal entity of which any of its Directors or officers is a stockholder, director, trustee or officer, shall not be invalidated or affected solely by the fact that such Director or Directors, or officer or officers, have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, that a Director or officer who holds such a position or who has or may have such an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any such contract or transaction, although he or she may be counted in determining the existence of a quorum. In addition to the foregoing, the Corporation shall have and maintain a conflict of interest policy applicable to its officers and Directors.

**ARTICLE VI  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto. Said amendment shall be adopted by the Board of Directors, upon receiving the vote of a majority of the Directors in office, if the Corporation has no members. If the Corporation has members, said amendment shall be proposed by the Board of Directors of the Corporation, submitted to a vote at a meeting of members entitled to vote thereon, and adopted upon receiving two-thirds (2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast. No amendment shall be allowed which would in any way jeopardize the Corporation's tax exemption under section 501 of the Code.

**ARTICLE VII  
DISSOLUTION**

Upon the Corporation's liquidation or dissolution, its assets, if any, remaining after payment (or provision for payment) of all of its liabilities, shall be distributed to an

organization that is organized and operated exclusively for religious purposes and is tax-exempt under section 501(c)(3) of the Code, and the applicable rules and Regulations thereunder.

**ARTICLE VIII  
LIMITATION OF DIRECTOR LIABILITY**

No director shall be personally liable to the Corporation for monetary damages for breach of his or her 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 Corporation;

(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 derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.