

**ARTICLES OF INCORPORATION
OF
MARY NEWCOMER FUND, INC.**

A Kentucky Nonprofit Corporation

Pursuant to K.R.S. § 14A and K.R.S. § 273, the undersigned applies to qualify and for that purpose submits the following statements:

**ARTICLE I:
NAME**

The name of the corporation is Mary Newcomer Fund, Inc. (the "Corporation").

**ARTICLE II:
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE III:
PURPOSES**

The Corporation is organized exclusively for charitable 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, the Corporation is organized to raise money for organizations engaged in cancer research and education, and in providing treatment, support, and advocacy for cancer patients.

**ARTICLE IV:
REGISTERED AGENT**

The name of the registered agent of the Corporation is Jermaine DQuan Denny and the street address of the Corporation's initial registered office in Kentucky is 11906 Trottingham Circle, Louisville KY 40299.

**ARTICLE V:
PRINCIPAL OFFICE**

The mailing address of the Corporation's principal office is P.O. Box 99443, Louisville, KY 40269.

**ARTICLE VI:
INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is four (4). The names and mailing addresses of the persons who are to serve as the initial Board of Directors are as follows:

Name

Address

Jermaine Denny

11906 Trottingham Circle, Louisville, KY 40299

Michael Newcomer

304 West 114th Street PHA, New York, NY 10026

Kyle Wheatley

312 Kinnaird Ln., Louisville, KY 40243

Selin Demren

300 E Oakland Park Blvd. #371, Wilton Manor, FL 33334

**ARTICLE VII:
INCORPORATOR**

The name and mailing address of the incorporator is:

Name

Address

Jamie W. McGloin-King PLLC

939 Eastern Parkway, Louisville, KY 40217

**ARTICLE VIII:
MEMBERSHIP AND MANAGEMENT**

The Corporation shall have no members. The affairs of the Corporation shall be managed and conducted through its officers and its duly elected Board of Directors, whose qualifications and duties are set out in the Corporation's bylaws. To the extent consistent with the bylaws, each officer shall have the authority, and shall perform the duties, prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. The directors shall have the sole voting power.

**ARTICLE IX:
DISTRIBUTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer or director of the Corporation, or to any private individual, except that the Corporation shall be authorized and empowered (1) to pay reasonable compensation for services rendered, and (2) to make payments and distributions in furtherance of its charitable purposes, as described in Article III ("Purposes"), above.

**ARTICLE X:
ACTIVITIES**

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 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 of Incorporation, the Corporation 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a

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

ARTICLE XI: DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation; and thereafter, the remaining assets of 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 federal government, or to a 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII: LIMITATION OF LIABILITY OF DIRECTORS

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of such director's fiduciary duties as a director; provided that, this Article shall not eliminate or limit the liability of a director:

- (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 derived an improper personal benefit.

Any repeal or modification of this Article shall not adversely affect any protection of a director with respect to any act or omission occurring prior to such repeal or modification. This Article shall not eliminate or limit the liability of any director for any act or omission occurring prior to the date when this Article becomes effective. This Article shall not be construed to expand the liability of any director as determined pursuant to K.R.S. § 273.215, as it may be amended from time to time.

ARTICLE XIII: AMENDMENT

Any amendment to these Articles of Incorporation shall be adopted at a meeting of the Board of Directors upon receiving the vote of a majority of the directors in office. Any number of amendments may be submitted and voted upon at any one (1) meeting.

ARTICLE XIV: EFFECTIVE DATE

The effective date of these Articles of Incorporation is the date of filing with the office of the Kentucky Secretary of State.

[signature page follows]

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


Jarvis McQueen-King (Mar 11, 2020)

Signature of Incorporator

Name and Title

Mar 11, 2020

Date

I, Jermaine Denny, consent to serve as the registered agent on behalf of the Corporation.


Jermaine Denny (Mar 11, 2020)

Signature of Registered Agent

Jermaine Denny
Name and Title

Mar 11, 2020

Date