# Commonwealth of Kentucky
# Michael G. Adams, Secretary of State

Michael G. Adams
Secretary of State
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## Articles of Dissolution

**NPD**

Pursuant to the provisions of KRS 14A and KRS 273.313, the undersigned corporation executes the following articles of dissolution:

Article I: The name of the nonprofit corporation is

**HARRODSBURG FIRST, INC.**

Article II: The date the dissolution was authorized: **Thursday, December 19, 2024**

Article III: This dissolution was approved by **the board of directors**.

Article IV: Meeting date of the Board of Directors at which the resolution was adopted: **Thursday, December 19, 2024**
    The resolution received the votes of a majority of the directors in office.

Article V: The assets of the corporation shall be distributed pursuant to the following plan of distribution:
(a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor;
(b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transfered or conveyed in accordance with such requirements;
(c) Assets received and help by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transfered or conveyed to **The Board of Directors hereby appoints a "Dissolution Committee" consisting of current Board Members who are authorized and directed to:**
**1.     Prepare and file Articles of Dissolution with the appropriate state authority;**
**2.     Notify the Internal Revenue Service of the dissolution and comply with the requirements for dissolution of a 501(c)(3) organization;**
**3.     If required, comply with the Internal Revenue Service and the Kentucky Department of Revenue requests to complete tax filings. For consideration of the tangible and intangible assets of the organization, OktoberFest, Inc., has agreed that in the event that a matter may arises after the organization has been dissolved and the assets of the organization distributed, then OktoberFest, Inc. will follow any and all necessary actions to remedy the issue. Additionally, OktoberFest, Inc. for the consideration stated above, will hold harmless the organization and its current Board members from any and all tax liability imposed by the Internal Revenue Service and the Kentucky Department of Revenue.**
**4.     Transfer all assets of Harrodsburg First, Inc. to OktoberFest, Inc. and the Harrodsburg Mercer County Tourism Commission, ensuring compliance with IRS rules regarding asset distribution for charitable organizations;**
**5.     Maintain all records pertaining to the dissolution and asset transfer for future reference**

**as required by law.**

;

(d) Other assets, if any, shall be distributed in accordance with the provisions of th[e] incorporation or the bylaws to the extent that the articles of incorporation or bylaw[s] distributive rights of members, or any class or classes of members, or provide fo[r]

(e) Any remaining assets may be distributed to **All tangible assets shall be transferred to Harrodsburg Mercer County Tourist Commission, except those tangible assets which have been previously and are currently used by the OktoberFest event ("OktoberFest assets"). The OktoberFest assets and all intangible assets of the organization shall be transferred to OktoberFest, Inc., a recognized 501(c)(3)..**

Article VI: This filing will be effective on **Wednesday, March 5, 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 **President: Noel C. Turner**

3/5/2025