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NAOI**Michael G. Adams**
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF

ROB MORRIS HOME FOUNDATION, INC.

For the purposes of forming a nonprofit corporation in Kentucky pursuant to KRS Chapter 273, the undersigned incorporator hereby submits the following Articles of Incorporation to the Secretary of State for filing:

ARTICLE I: The name of the corporation is ROB MORRIS HOME FOUNDATION, INC. (the "Corporation").

ARTICLE II: The Corporation shall have perpetual duration.

ARTICLE III: The Corporation shall be a nonprofit corporation that shall engage in any lawful act or activity for which corporations may be organized under the provisions of the Kentucky Nonprofit Corporations Act. It shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) (the "Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2) (or successor regulation, as the same may be amended from time to time), including, but not limited to, the following purposes:

1. To benefit the public generally by restoring and preserving the historically architecturally significant Rob Morris Home, 102 East Washington Street, La Grange, Kentucky 40031 (the "House") located in the Central LaGrange Historic District which was added to the National Register of Historic Places on September 8, 1988, thereby advancing the goals and purposes established in The Historic Preservation Act of 1966, 16 U.S.C. sections 461 and 470;
2. To make the House available for visits and tours to and by architects, historians, scholars, students and the public generally for "educational" purposes within the meaning of Treasury Regulation section 1.501(c)(3)-1(d)(3), including, but not limited to, providing qualified docents to guide tours of the House and publishing information, in print and in electronic and Internet formats, about the House and its historical and architectural significance;
3. To raise funds to restore and preserve the House for the benefit of the public, both now and in the future, to fulfill the charitable and educational purposes set forth in sub-parts 1 and 2 above;
4. To lessen the burdens of governments at all levels, including the Commonwealth of Kentucky and federal governments, by

generating and using private funds to restore and preserve the House for the benefit of the public, consistent with The Historic Preservation Act of 1966;

5. To underwrite, sponsor, and support research and publications about the House and make such research and publications available to governmental institutions, the media, and educational institutions in the United States and abroad;
6. To accomplish the above purposes by all reasonable and practical means, including the publication and dissemination of information in all forms and through all media, to the public; and
7. To engage in any lawful acts and enter into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the charitable purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes.

In furtherance of such purposes, the Corporation shall have full power and authority:

- A. To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes both in Internet-based formats and in other means and media;
- B. To publish, conduct, sponsor, promote and support academic and scholarly studies, publications, periodicals, lectures, seminars, meetings, conferences and discussions on matters related to the foregoing purposes in the United States and abroad;
- C. To collect and acquire books, manuscripts, periodicals, printed materials and other property (both tangible and intangible, personal and real) useful in connection with the foregoing purposes and to donate such property to universities, public libraries and other institutions and organizations or otherwise make the property so acquired available for research, study and dissemination of knowledge;
- D. To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefore solely for the purposes hereof;

- E. To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;
- F. To distribute property and extend financial aid and support through grants, contributions, or other aid or assistance to or for the benefit of qualified Section 501(c)(3) organizations and equivalent foreign organizations to advance charitable and educational purposes;
- G. To create, receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein; and
- H. To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other powers and authority enjoyed by nonprofit corporations generally by virtue of the provisions of the Kentucky Nonprofit Corporations Act (within and subject to the limitations of Section 501(c)(3) of the Code.)

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article III and with its status as an organization described under Section 501(c)(3) of the Code or successor Code Section.

ARTICLE IV: The name of the registered agent of the Corporation is DBL Law, and the street address of the Corporation's initial registered office in Kentucky is 109 East Fourth Street, Covington, Kentucky 41011.

ARTICLE V: The mailing address of the Corporation's principal office in Kentucky is 102 East Washington Street, La Grange, Kentucky 40031.

ARTICLE VI: Pursuant to the provisions of Section 273.163(7) of the Kentucky Revised Statutes, the supervision, management and control of the business and affairs of the Corporation shall be vested in a governing board which will be known as the Board of Directors. Said Board of Directors shall exercise the Corporation's power and authority as provided by its Bylaws (the "Bylaws"). The Board of Directors shall consist of not less than three (3) but no more than seven (7) persons; the number, term, manner of election and the filling of the vacancies of which shall be as provided for in the Bylaws. The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Michael E. Berry	PO Box 75 Glenview, KY 40025
Frank Keith Dreier	241 Colony Drive Edgewood, KY 41017
Myrna LaFoy	3114 Huntington Place Owensboro, KY 42303
Tim Vanderhoof	5508 Haunz Lane Louisville, KY 40241
Linda Holman	4845 East Hwy. 22 Smithfield, KY 40068
Marianne Edmunds	3738 Tobacco Road Glasgow, KY 42141
Kevin Odom	4383 Saint Olaf Circle Henderson, KY 42420

ARTICLE VII: The name and mailing address of the incorporator is:

Debra A. Dreier
241 Colony Drive
Edgewood, KY 41017

ARTICLE VIII: The Corporation shall not have any capital stock. The Corporation shall have one (1) class of members, known as voting members, who shall have the right to vote. Voting members shall be designated initially by the Board at the organizational meeting of the directors of the Corporation. Thereafter, no person may become a voting member without the written consent of two-thirds (2/3) of all voting members.

ARTICLE IX: The Corporation shall be neither organized nor operated for pecuniary gain or profit.

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article III hereof.
- B. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of

attempting to influence legislation. The Corporation shall not participate in, nor intervene (including the publishing or distribution of statements) in, any political campaign on behalf of or in opposition to any candidate for public office.

- C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE X:

Upon dissolution of the Corporation, the Board after paying or making provisions for payment of all of the liabilities of the Corporation shall dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine that are organized and operated exclusively for such purposes.

ARTICLE XI:


The Corporation shall indemnify any director or officer who is a party, or is threatened to be made a party, to any proceeding to the fullest extent now or hereafter permitted by Kentucky law. To the fullest extent permitted by Kentucky law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

ARTICLE XII:


The Articles of Incorporation and Bylaws of the Corporation may be amended at any time and from time to time by a resolution adopted by two-thirds (2/3) majority vote of all of the directors then in office; provided, however, that no amendment of the Articles of Incorporation or Bylaws shall be effective unless within thirty (30) days following the adoption of such resolution, two-thirds (2/3) of all voting members shall approve it in writing. Similarly, the written approval of two-thirds (2/3) of all voting

members is required in order to adopt articles of dissolution or to repeal the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of September, 2023.


Debra A. Dreier

The undersigned, Colleen R. Fausz, on behalf of DBL Law, does hereby consent to serve as Registered Agent of the Corporation pursuant to these Articles of Incorporation.

DBL Law

Colleen R. Fausz
Date: September 8, 2023