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ARTICLES OF INCORPORATION
OF
SHILOH GARDEN, INC.

(Pursuant to KRS 14A and KRS 273)

ARTICLE 1. The name of the Corporation is Shiloh Garden, Inc. (the "Corporation").

ARTICLE 2. The Corporation's registered agent is Leidy Cooksey, and the street address of the Corporation's initial registered office in the Commonwealth of Kentucky is 2121 Cherokee Parkway, Louisville, KY 40204. The mailing address of the Corporation's principal office is 2121 Cherokee Parkway, Louisville, KY 40204.

ARTICLE 3. The Corporation is incorporated under Chapter 273 of the Kentucky Revised Statutes ("KRS Chapter 273") for exclusively charitable, educational, religious, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in charitable activities, including, but not limited to, providing various forms of developmental support to children and making distributions for charitable purposes.

ARTICLE 4. The names and mailing addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

NAME	ADDRESS
Leidy Cooksey	2121 Cherokee Parkway, Louisville, KY 40204
Philip Cooksey	2121 Cherokee Parkway, Louisville, KY 40204
Lilian Cooksey	214 Wood Rd, Louisville, KY 40222

ARTICLE 5. All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not 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.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons or enterprises organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person or enterprise, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 6. The term for which the Corporation is to exist is perpetual.

ARTICLE 7. The Corporation shall have no members. And shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends.

ARTICLE 8. To the fullest extent permitted by the KRS Chapter 273, a director of the Corporation (a "Director") shall not be personally liable to the Corporation or others for monetary damages for any action taken or any failure to take any action, unless the Director has breached or failed to perform the duties of his office and such breach or failure constitutes willful misconduct or wanton or reckless disregard for human rights, safety or property. The provisions this Article 8 shall not apply with respect to the responsibility or liability of a Director under any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

ARTICLE 9. Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary and/or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), as the Corporation's board of directors shall determine, or to the federal

government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director of the Corporation, any officer of the Corporation, any other private person or any enterprise organized for profit.

ARTICLE 10. The name and mailing address of the incorporator of the Corporation (the "Incorporator") is: Leidy Cooksey, 2121 Cherokee Parkway, Louisville, KY 40204.

IN WITNESS WHEREOF, the below has signed these Articles of Incorporation this 22 day of December, 2023, and, under penalty of perjury under the laws of the Commonwealth of Kentucky, declare that the foregoing is true and correct. These Articles of Incorporation shall be effective upon filing.

SHILOH GARDEN, INC.

By: 

Leidy Cooksey, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation as the registered agent of Shiloh Garden, Inc., hereby consents to serve in that capacity.

By: 

Leidy Cooksey, Registered Agent