

1402443.09

mmoore  
RSA

Michael G. Adams  
Kentucky Secretary of State  
Received and Filed:  
2/6/2025 3:25 PM  
Fee Receipt: \$8.00

**RESTATED ARTICLES**  
**ARTICLES OF INCORPORATION**  
**OF**  
**VALLEY OAK COMMERCE COMPLEX ASSOCIATION, INC.**  
**“VOCCA”**

Pursuant to KRS 14A and KRS 273.247 (Non-Profit Corporations), the undersigned applies to qualify and for the purpose submits the following statements:

**ARTICLE I**

The name of the corporation shall be: Valley Oak Commerce Complex, Association, Inc. (hereinafter referred to as “VOCCA”).

**ARTICLE II**

The corporation shall operate as a not-for-profit corporation.

The primary purposes for which this corporation is formed and for which it shall be administered and operated are to receive, administer, and expend funds for the maintenance and improvement of the property of the Valley Oak Commerce Complex. This corporation shall also have all of the powers granted to corporations by Kentucky law; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

**ARTICLE III**

The period of existence and the duration of the life of this corporation shall be perpetual.

**ARTICLE IV**

The principal office of this corporation shall be: 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501 / PO Box 409 Somerset KY 42502. The address of the registered office shall be the same as the address for the principal office. The initial registered authorized agent for service of process shall be Chris Girdler.

**ARTICLE V**

The business of the corporation shall be carried on through its Board of Directors; the manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be as provided in the Bylaws. Elections of directors need not be by written ballot. The

Board of Directors shall have the power to adopt, amend, or repeal bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to the annual or special meetings of its Board of Directors either within or out of any of the states, territories, or possessions of the United States, or the District of Columbia.

No director of the corporation shall be liable to the corporation for monetary damages for any breach of his fiduciary duty as a director; provided, that this paragraph shall not eliminate any liability of a director (i) for any breach of the director's duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (iii) for unlawful payments of dividends or unlawful stock purchases or redemptions; or (iv) for any transaction from which the director derived an improper personal benefit. Specifically, no director or board member shall be authorized to, for personal purposes: borrow money from, permit encumbrances to the property of, or profit from, the organization.

#### **ARTICLE VI**

The number of directors constituting the initial Board of Directors is Eight (8), but the number of directors may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less than one. The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

- 1) Andrew Brown , 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501
- 2) Brett Traver (Treasurer), 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501
- 3) Jon Heffelfinger (Vice-President), 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501
- 4) Donnie Slagle (President), 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501
- 5) Allen Anderson, 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501
- 6) Colton Ping, 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501
- 7) Alesa Johnson, 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501
- 8) Jessica Carlton (Secretary), 306 East Mt. Vernon Street, Suite 316 Somerset KY 42501

#### **ARTICLE VII**

The name and address of the incorporator is Jessica Carlton.

**IN WITNESS WHEREOF**, I have hereunto set my hand to this 16<sup>th</sup> day of January, 2025.

  
\_\_\_\_\_  
**INCORPORATOR**