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NAOI**Michael G. Adams**
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
THE HANDY FAMILY FOUNDATION, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code) (the "Code"), in accordance with the following provisions:

ARTICLE 1

Name

The name of the corporation is The Handy Family Foundation, Inc.

ARTICLE 2

Purposes

The corporation is organized and operated exclusively for religious, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Code. The corporation shall receive contributions and fees, and shall distribute or use its funds for religious, charitable, or educational purposes. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

The corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in furtherance of Section 501(c)(3) of the Code purposes. 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. The corporation shall not carry on any activities denied to: (a) a corporation described in Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

If the corporation is determined to be a private foundation or private operating foundation as defined in Section 509 or Section 4942 of the Code, then the corporation:

- (a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

- (b) shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;
- (c) shall not purchase nor retain any "excess business holdings" as defined in Section 4943(c) of the Code;
- (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (e) shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE 3

Exemption From Liability and Indemnification

No director, officer, employee, or member of the corporation shall be personally liable for the acts or debts of the corporation.

The corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the corporation) by reason of the fact that he is or was a director, officer, employee, member, or agent of the corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding. Further provisions for indemnification may be specified in the Bylaws.

ARTICLE 4

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon dissolution of the corporation, the Board of Directors shall first pay or make provisions for the payment of all known liabilities of the corporation. The corporation shall then return, transfer, or convey any assets held upon condition requiring return, transfer, or conveyance, which condition shall have occurred by reason of the dissolution or otherwise, in accordance with such requirements. The corporation shall dispose of all remaining corporate assets to such organizations organized and operated exclusively for religious, charitable, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to such organizations described under Section 170(c)(1) of the Code, as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes, as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE 5
Initial Registered Office and Initial Registered Agent

The business address of the initial registered office of the corporation is 2020 High Wickham Place, Suite #200, Louisville, Kentucky 40245. The name of the initial registered agent at that address is Beau Handy.

ARTICLE 6
Principal Office

The mailing address of the corporation's principal office is 2020 High Wickham Place, Suite #200, Louisville, Kentucky 40245.

ARTICLE 7
Directors

The affairs of the corporation shall be managed by a Board of Directors consisting of three or more individuals, with the number specified in or fixed in accordance with the Bylaws. The initial Board of Directors of the corporation shall consist of three individuals who shall serve until the first annual election of directors or until their successors are elected and qualify in the manner and for the terms provided in the Bylaws. The names and mailing addresses of said initial directors are:

<u>Name</u>	<u>Address</u>
Beau Handy	140 Long Run Road Louisville, KY 40245
Morgan Handy	140 Long Run Road Louisville, KY 40245
Ty Handy	6203 Brookside Court Lanesville, Indiana 47136

ARTICLE 8
Limitation of Director Liability

No director shall be personally liable to the corporation for monetary damages for breach of his duties as a director except for liability:

- (f) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
- (g) 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

(h) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 9
Incorporator

The name and mailing address of the incorporator is Beau Handy, 2020 High Wickham Place, Suite #200, Louisville, KY 40245.

[Signature page follows]

IN WITNESS WHEREOF, signed and acknowledged by the incorporator at Louisville, Kentucky, on September 10, 2024.


Beau Handy, Incorporator

WRITTEN CONSENT OF INITIAL REGISTERED AGENT

Having been named as the initial registered agent in the foregoing Articles of Incorporation, the undersigned declares that he is familiar with and hereby consents to said appointment and accepts the duties and responsibilities of said office.


Beau Handy

THIS INSTRUMENT PREPARED BY:

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