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**RESTATED ARTICLES OF INCORPORATION
OF
KENTUCKIANA HOMESCHOOL, INC**

The undersigned hereby incorporate a nonprofit corporation without capital stock or stockholders, under the provisions of KRS 273.161-273.405 and for that purpose adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is Kentuckiana Homeschool, Inc (the "Corporation")

ARTICLE II

Purposes and Powers

A. The Corporation shall not have any purpose or exercise any power or engage in any activity that is in conflict with the other provisions of Article II of these Articles of Incorporation.

B. The purposes of the Corporation and the powers it shall exercise are as follows:

1. The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that 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 set forth in Article II hereof.
3. 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.

4. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or

(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The Corporation may organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary, or educational enterprises, activities, and institutions as determined by the Corporation's Board of Directors consistent with the purposes stated above.

These shall include but not be limited to:

(a) To solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise of any property so acquired;

(b) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(c) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor in furtherance of the aforesaid purposes for which the Corporation is organized, such money and property or both, as determined by the Corporation's Board of Directors;

(d) To take title to, and hold in its own name, such real or personal property or both, and such interests in either type of property as the Corporation may acquire, for the furtherance of the aforesaid purposes for which the Corporation is organized, and to sell, transfer, and dispose of any such property or reinvest the proceeds as herein permitted;

(e) To accept gifts, bequests, or devises of property of any kind which any individual, firm, corporations, or other entity may make to the Corporations for the purposes and upon the terms and conditions and within the powers set forth in these Articles of Incorporation and as allowable by law;

(f) To become a member of any other non stock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided that such Corporation or organization is an exempt organization under the Section 501(c)(3) of the Internal Revenue Code;

(g) To take such actions which the Corporation's Board of Directors may determine, if consistent with these articles, to be necessary or appropriate the support the purposes of the Corporation to the extent that those actions are consistent with the provisions of Chapter 273 of the Kentucky Revised Statutes or any other applicable law or statute of the Commonwealth of Kentucky or Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III Duration

The Corporation shall have perpetual duration.

ARTICLE IV Members

There shall be no voting members of the Corporation.

ARTICLE V Board of Directors

- A. All corporate powers shall be exercised by and under the authority of its Board of Directors. All business and affairs of the Corporation shall be managed under the direction of its Board of Directors.
- B. The Board of Directors shall consist of the number of individuals as is set out in the Corporation's Bylaws. The Board of Directors shall not consist of fewer than three (3) individuals.
- C. Directors shall be elected as provided in the Corporation's Bylaws. The term of office of each Director shall be as provided by the Corporation's Bylaws. Each Director so elected shall hold office for said term and until their respective successor has been elected and has accepted office.
- D. Directors may be removed from office during their term as provided in the Corporation's Bylaws.
- E. The annual meetings of the Corporation's Board of Directors shall be held at such time and place as will be provided in the Corporation's Bylaws.

F. The duties and powers of the Board of Directors, committees, and officers of the Corporation shall, unless specifically provided in these Articles or in the Corporation's Bylaws, be such duties and powers as are usually conferred to similar Boards of Directors, committees, and officers. Duties and powers shall also include any conferred by law, amendment to these Articles, or amendment to the Corporation's Bylaws or corporate resolution.

ARTICLE VI Initial Board of Directors

The number of Directors constituting the initial Board of Directors is four (4) and the names and mailing addresses of the persons who are to serve as Directors are as follows. Each Director shall serve until such Director's successor in office is elected and has accepted office.

Carrie Hembree Torres, 406 Bruner Hill Road, Louisville, Kentucky 40243

Stacy M. Spencer, 4205 Hwy 135 NE, Corydon, Indiana 47112

Shannon Voyles, 2013 Quarry Road, Salem, Indiana 47167

Carly McCallister, 7213 Ridge Creek Road, Louisville, Kentucky 40291

ARTICLE VII Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 406 Bruner Hill Road, Louisville, Kentucky 40243. The name of the initial registered at such address is *Carrie Hembree Torres*.

ARTICLE VIII Principal Office

The mailing address of the principal office of the Corporation is P.O. Box 221673, Louisville, Kentucky 40252. The physical address will be at 406 Bruner Hill Road, Louisville, Kentucky 40243.

ARTICLE IX Distribution of Assets Upon Dissolution

If at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

- A. All liabilities and obligations of this Corporation shall be paid and discharged or adequate provision shall be made.
- B. Assets held by this Corporation upon condition requiring return, transfer, or conveyance in the event of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- C. Remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES X

Indemnification of Directors, Officers, Employees, and Agents

A. To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall indemnify each director, officer, employee, or agent of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such director, officer, employee or agent in connection with defending any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which such director, officer, employee, or agent is, or is threatened to be made, a party because such director, officer, employee, or agent is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise, including, but not limited to, service with respect to employee benefits plans. A director, officer, employee, or agent of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such director, officer, employee, or agent to the Corporation also impose duties on or otherwise involve services by such director, officer, employee, or agent to the plan or to participants in or beneficiaries of the plan.

B. To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

C. The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article X with respect to any director, officer, employee or agent of the Corporation shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article II of these Articles of Incorporation, (i) not be deemed exclusive of other rights, if any, to which such director, officer, employee or agent of the Corporation seeking such indemnification or advancement maybe entitled under any Bylaw, agreement, action of disinterested directors, or otherwise, as to any action by such director, officer, employee or agent in their official capacity as such or as to any action of such director, officer, employee or agent of the Corporation in any other capacity, (ii) continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and (iii) inure to the benefit of the heirs, executors, and administrators of such a person.

However, in no event shall the indemnification against Liability and advancement of expenses provided by, or granted to, this Article X with respect to any director, officer, employee or agent of the Corporation apply for the following: (i) for any transaction in which such individual's personal financial interest is in conflict with the financial interests of the Corporation (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such individual to be a violation of law; or (iii) for any transaction from which such individual derived an improper personal benefit.

D. To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a member, director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such director, officer, employee or agent in that capacity or arising from such director officer, employee or agents status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify such director, officer, employee or agent against the same liability under the provisions of this Article X.

E. Any repeal or modification of this Article X by the Board of Directors shall not adversely affect any right or protection of a director, officer, employee or agent of the Corporation under this Article X with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI

Elimination of Certain Liability of Directors

A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such Director's duties as a Director; provided, however, that this provision shall not eliminate or limit the liability of a Director: (i) for any transaction in which such Director's personal financial interest is in conflict with the financial interests of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such Director to be in violation of law; or (iii) for any transaction from which such Director derived an improper personal benefit. This Article XI shall continue to be applicable with respect to any such breach of duties by a Director of the Corporation as a Director notwithstanding that such Director may thereafter cease to be a Director and shall inure to the personal benefit of such Director's heirs, executors and administrators.

ARTICLE XII

Private Property of Incorporators and Directors

None of the private property of the Incorporators or any Director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

ARTICLE XIV

Severability of Provisions

Except as may conflict with the provisions of Article II of these Articles of Incorporation, if any provision of these Articles of Incorporation or its application to any person or circumstances shall be held invalid by a court of competent Jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or applications, and, to this end, the provisions of these Articles of Incorporation are severable.

ARTICLE XV

Amendments to Articles of Incorporation and Adoption of Bylaws

- A. The Corporation's Articles of Incorporation may be amended in the manner provided by law.
- B. The Board of Directors shall adopt Bylaws for the Corporation, and the Board of Directors may change or revise such Bylaws at any time and from time to time.

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the Commonwealth of Kentucky and certify we have executed these Articles of Incorporation this 14th day of February, 2023.

Incorporator Name: Carrie Hembree Torres

Incorporator Address: 406 Bruner Hill Road, Louisville, Kentucky 40243

Incorporator Signature: _____



Incorporator Name: Mary F. Groeschen

Incorporator Address: 3909 Old Brownsboro Hills Road, Louisville, Kentucky 40241

Incorporator Signature: _____



Incorporator Name: Stacy M. Spencer

Incorporator Address: 4205 Hwy 135 NE, Corydon, Indiana 47112

Incorporator Signature: _____

