

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

NAOI
1433946.09
Michael G. Adams
Secretary of State
Received and Filed
2/28/2025 12:00:00 AM
Fee receipt: \$8

Michael G. Adams
Secretary of State
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<http://www.sos.ky.gov>

Articles of Incorporation
Non-profit Corporation

NAI

Please Note: This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation. Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the nonprofit corporation is

KENTUCKY ALLIANCE OF RECOVERY RESIDENCES Inc.

Article II: The purpose of the nonprofit corporation is **The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes**

Article III: The name of the initial registered agent is

Registered Agent Inc.

and the street address of the entity's initial registered office in Kentucky is

212 N. 2nd St. STE 100, Richmond, KY 40475

Article IV: The mailing address of the entity's principal office is

8911 Greenway Commons Place Ste 101, Louisville, KY 40220

Article V: The number of directors constituting the initial board of directors is **4**

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Director	Adam Haley	8911 Greenway Commons Place, Ste 101, Louisville, KY 40220
Director	Tara Mosely-Hyde	8911 Greenway Commons Place, Ste 101, Louisville, KY 40220
Director	Gene Detherage	8911 Greenway Commons Place, Ste 101, Richmond, KY 40220
Director	Nikki Turner	8911 Greenway Commons Place, Ste 101, Louisville, KY 40220

Article VI: The name and mailing address of the incorporator is as follows:

Incorporator Lisa Brennan 1 N 5th St, Ste 403, Richmond, VA 23219

Additional articles not inconsistent with law may be stated in the space below.

The Articles of Incorporation of the Kentucky Alliance of Recovery Residences is hereby

supplemented as follows:
Article II.

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This Article II is supplemented with a complete statement of the organization follows:

The Corporation is organized exclusively for charitable, religious, 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's purpose is to promote and expand access to high-quality recovery support services in Kentucky through recovery housing certification, advocacy, and education. Kentucky Alliance of Recovery Residences will serve as the Kentucky state affiliate of the National Alliance for Recovery Residences (NARR). Kentucky Alliance of Recovery Residences will monitor, evaluate, and improve standards to build the highest level of quality for recovery residences, and ensure that all Kentuckians have timely access to effective recovery support services.

Article IV.

This Article IV is supplemented with a complete listing of the Board of Directors:

The number of Directors constituting the Board of Directors shall be designated in the Corporation's Bylaws, provided, however, that the number of initial directors constituting the Board of Directors of the Corporation shall be not less than three and the groups and class (as described below), names, and addresses of the initial Directors are:

CLASS A Members:

Adam Haley - 8911 Greenway Commons Place Ste. 101, Louisville KY 40220

Tara Mosely-Hyde - 8911 Greenway Commons Place Ste. 101, Louisville KY 40220

CLASS B Members:

Gene Detherage - 8911 Greenway Commons Place Ste. 101, Louisville KY 40220

Nikki Turner - 8911 Greenway Commons Place Ste. 101, Louisville KY 40220

Half of the Directors will be elected each year by a vote of the majority of Directors of the Corporation at the annual meeting of the Board. At the time of their election, each director shall be assigned to Class A and Class B and an effort shall be made to keep each class of directors of approximately equal size. The directors shall elect their successors as well as any additional Director whether such vacancy occurs through increase in the number of directors, resignation, removal, or any other reason. Directors may be appointed to serve consecutive terms not to exceed four terms. Appointments and elections to the Board of Directors shall be made by the consent of a majority of the entire Board of Directors. Each director shall hold office for a term of two years, except that for the initial Board elected at the organizational meeting in 2025:

a. Directors in Class A shall have their term expire in 2026 (and every two years thereafter);

b. Directors in Class B shall have their term expire in 2027 (and every two

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Article VII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. 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. 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.

Article VIII.

Upon the dissolution of the corporation, assets shall be distributed to the National Alliance for Recovery Residences (NARR), if in existence and exempt within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code at the time of the dissolution. If NARR does not meet the foregoing stipulations at the time of the dissolution, then 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.

Article IX.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article X.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity;

provided that no indemnification shall be provided for any such person in any matter as to which he or she shall have been finally adjudicated in any proceeding acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; and further provided that any compromise or settlement of any such claim shall be approved by a majority vote of a quorum of directors who are not at that time in the proceeding.

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The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article X.

The Corporation is to have no members.

This filing will be effective on **Friday, February 28, 2025.**

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Signature of individual signing on behalf of **Incorporator: Lisa Brennan**

I, **SEE ATTACHED CONSENT**, consent to sign for **Registered Agent Inc.** who serves as the Registered Agent on behalf of this entity on Friday, February 28, 2025.