

# **Montgomery Bright Foundation, Inc.**

A Kentucky Non-profit Corporation

**Michael G. Adams**  
**Kentucky Secretary of State**  
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## **ARTICLES OF INCORPORATION**

### **ARTICLE I CORPORATE NAME**

#### **1.01 Corporate Name**

The name of this corporation shall be Montgomery Bright Foundation, Inc. The business of the corporation may be conducted as Montgomery Bright Foundation, Inc., Montgomery Bright Foundation, or Montgomery Bright.

### **ARTICLE II DURATION**

#### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE III PURPOSE**

#### **3.01 Purpose**

Montgomery Bright Foundation, Inc. is a non-profit corporation and shall operate exclusively for religious, educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the Montgomery Bright Foundation, Inc. is to empower underprivileged students by providing them with the resources, mentorship, and support necessary to graduate from high school and pursue higher education. The mission is to break down barriers to success and help students build a brighter future.

#### **3.02 Non-Profit**

Montgomery Bright Foundation, Inc. is designated as a non-profit corporation.

**ARTICLE IV**  
**NON-PROFIT NATURE**

**4.01 Non-profit Nature**

**Montgomery Bright Foundation, Inc.** is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of **Montgomery Bright Foundation, Inc.** 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Montgomery Bright Foundation, Inc.** is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

**4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of **Montgomery Bright Foundation, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

**4.03 Dissolution**

Upon termination or dissolution of the **Montgomery Bright Foundation, Inc.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Montgomery Bright Foundation, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of the **Montgomery Bright Foundation, Inc.** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Montgomery Bright Foundation, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kentucky to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V** **BOARD OF DIRECTORS**

#### **5.01 Governance**

Montgomery Bright Foundation, Inc. shall be governed by its board of directors.

#### **5.02 Initial Directors**

Changes to the number of directors may be made by amendment to the bylaws. There are 5 initial directors of the corporation:

Stacey Offner  
120 Winston Way  
Bowling Green, KY 42104

Judson Offner  
120 Winston Way  
Bowling Green, KY 42104

Joy Coffey  
302 Brummal Ave  
Greensburg, KY 42743

Melissa Bright  
5602 HWY 1464  
Greensburg, KY 42743

Janet Phelps  
73 M Goff Dr  
Greensburg, KY 42743

## **ARTICLE VI** **MEMBERSHIP**

### **6.01 Membership**

Montgomery Bright Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII** **AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII** **PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

### **8.01 Principal Office Address**

The principal office address of the corporation is:

Montgomery Bright Foundation, Inc.  
120 Winston Way  
Bowling Green, KY 42104

The mailing address of the corporation is:

Montgomery Bright Foundation, Inc.  
120 Winston Way  
Bowling Green, KY 42104

**ARTICLE IX**  
**REGISTERED AGENT AND OFFICE**

**9.01 Registered Agent and Office**

The registered agent and office of the corporation shall be:

Stacey Offner  
120 Winston Way  
Bowling Green, KY 42104

**ARTICLE X**  
**INCORPORATORS**

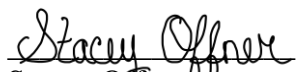
The incorporators of the corporation are as follow:

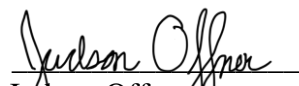
Stacey Offner  
120 Winston Way  
Bowling Green, KY 42104

Judson Offner  
120 Winston Way  
Bowling Green, KY 42104

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

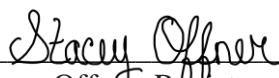
We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Montgomery Bright Foundation, Inc. were approved by the board of directors on January 4, 2025 and constitute a complete copy of Articles of Incorporation of the Montgomery Bright Foundation, Inc.

  
\_\_\_\_\_  
Stacey Offner

  
\_\_\_\_\_  
Judson Offner

**ACKNOWLEDGMENT OF CONSENT**  
**TO APPOINTMENT AS REGISTERED AGENT**

I, Stacey Offner, agree to be the registered agent for Montgomery Bright Foundation, Inc. as appointed herein.

  
\_\_\_\_\_  
Stacey Offner, Registered Agent

Date: 1/6/25