



**COMMONWEALTH OF KENTUCKY**  
**MICHAEL G. ADAMS, SECRETARY OF STATE**

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ADD  
**Michael G. Adams**  
**Kentucky Secretary of State**  
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**Division of Business Filings**  
**Business Filings**  
P.O. Box 718,  
Frankfort, KY 40602  
(502) 564-3490

**Articles of Incorporation**  
**Non-profit Corporation**

**NAI**

**Please note:** This form does not comply with 501 (C) status. You should contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is SHEPHERD AND SMITH FOUNDATION INC.

Article II: The purpose for which the corporation is organized earn money for those less fortunate.

Article III: The name of the registered agent is Inc Authority RA

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

<u>710 E MAIN ST</u>	<u>LEXINGTON</u>	<u>KY</u>	<u>40502</u>
<b>Street Address (No Post Office Box Numbers)</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>

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

<u>113 North 3Rd St</u>	<u>Harlan</u>	<u>KY</u>	<u>40831</u>
<b>Street or P.O. Box Number</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is 3

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

<u>Nicole Kelly</u>	<u>113 North 3Rd St</u>	<u>Harlan</u>	<u>KY</u>	<u>40831</u>
<b>Name</b>	<b>Street or P.O. Box Number</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>
<u>Randy Kelly</u>	<u>113 North 3Rd St</u>	<u>Harlan</u>	<u>KY</u>	<u>40831</u>
<b>Name</b>	<b>Street or P.O. Box Number</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>
<u>Christine Kelly</u>	<u>113 North 3Rd St</u>	<u>Harlan</u>	<u>KY</u>	<u>40831</u>
<b>Name</b>	<b>Street or P.O. Box Number</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>

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

<u>Nicole Kelly</u>	<u>113 North 3Rd St</u>	<u>Harlan</u>	<u>KY</u>	<u>40831</u>
<b>Name</b>	<b>Street Address or P.O. Box Number</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>
<b>Name</b>	<b>Street Address or P.O. Box Number</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>

Article VII: This application will be effective upon filing.

**Please indicate if the following applies to your business ownership:**  
 Veteran Owned

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

<u>Nicole Kelly</u>	<u>Nicole Kelly, Incorporator</u>	<u>11/17/23</u>
<b>Signature of Incorporator</b>	<b>Print Name &amp; Title</b>	<b>Date</b>

I, Inc Authority RA, consent to serve as the registered agent on behalf of the corporation.

<u>Trevor Rowley</u>	<u>Trevor Rowley, Agent</u>	<u>11/17/23</u>
<b>Signature of Registered Agent</b>	<b>Print Name &amp; Title</b>	<b>Date</b>

**FILING INSTRUCTIONS  
NON-PROFIT ARTICLES OF INCORPORATION**

**NAME**

The corporate name must contain the word "corporation," "incorporated," or the abbreviation: "Inc," or the word "corporation" or the abbreviation "Co.," but if the word "corporation" or the abbreviation "CO." is used it may not immediately proceeded by the word "and" or the abbreviation "&." A corporation name must be distinguishable upon the records of the Office of the Secretary of State from any other name on record with the Office of the Secretary of State.

**PURPOSE**

Corporations may be organized under KRS 273.161 to 273.390 for any lawful purpose or purposes, including, without being limited to charitable benevolent; eleemosynary; educational; civic; patriotic; political; governmental; religious; social; recreational; fraternal; literary; cultural; athletic; scientific; agricultural; horticultural; animal husbandry; and professional, commercial, industrial or trade association; but labor unions, cooperative incorporations and incorporations subject to any of the provisions of the insurance laws or banking laws of this state may not be organized under KRS 273.161 to 273.390.

**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the business entity must be in Kentucky and maintain a street address (a PO Box is insufficient for the registered office address). In order to transact business in Kentucky, the registered agent shall be an individual resident of Kentucky, a Kentucky domestic corporation, a Kentucky domestic non-corporation, a Kentucky domestic limited liability company, a foreign corporation, a foreign non-corporation or a foreign limited liability company authorized to transact business in Kentucky. The registered agent is the individual or business designated to receive service of process in the event the business is party to a legal action. The company seeking formation shall not act as its own registered agent.

**CONSENT OF REGISTERED AGENT**

Unless the registered agent signs the certificate, the corporation must deliver with the certificate of authority, the registered agent's consent to the appointment. The registered agent must give written consent to act as agent on behalf of the corporation. If the registered agent is a corporation an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The person signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she signs.

**PRINCIPAL OFFICE ADDRESS**

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal designated office of the business entity is located. This address is where all correspondence from the Office of the Secretary of State (See Document Delivery) will be mailed.

**DOCUMENT DELIVERY**

A file stamped postcard will be sent to the principal office address. If the applicant wishes for the document to be sent to an alternate address other than the principal office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

**DELAYED EFFECTIVE DATE AND TIME**

The document will be effective on the date and time of filing.

**ADDITIONAL ARTICLES OF INCORPORATION OR NEED TO MODIFY THE EXISTING FORM**

If this form does not comply with the articles of incorporation that you wish to file (ie, additional articles, signatures, etc.), please disregard this form and send a drafted executed copy of the articles of incorporation according to KRS 271B to the address below.

**BOARD OF DIRECTORS**

The number of directors of a non-profit corporation shall not be less than 3. The directors constituting the first board of directors shall be named in the articles of incorporation and shall hold office until the first annual election of directors.

**VETERAN-OWNED BUSINESS**

KRS 14A.1-070(45) defines a veteran-owned business as one that is at least 51% unconditionally owned by one or more veterans, or in the case of a publicly-owned business, at least 51% of the stock is unconditionally owned by one or more veterans. KRS 14A.2-165 states that the fee for this filing is waived if the business is veteran-owned.

**REQUIREMENTS FOR DOCUMENTS TO BE PROPERLY FILED**

The documents must be signed by an incorporator.

**FILING FEE**

The filing fee for Articles of Incorporation for a non-profit corporation is \$8.00. Your check should be made payable to the "Kentucky State Treasurer."

**MAILING ADDRESS**

Michael Adams  
Office of the Secretary of State  
P.O. Box 718  
Frankfort, KY 40602-0718

**OFFICE LOCATION**

Room 152, Capitol Building  
700 Capital Avenue  
Frankfort, KY 40601  
Hours of Operation: 8:00 AM-4:30 PM ET

**CONTACT INFORMATION AND NAME AVAILABILITY**

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at [www.sos.ky.gov](http://www.sos.ky.gov) or call 502-564-3490.

**FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES:** The non-profit corporation must file an **annual report** with the Office of the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Office of the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Office of the Secretary of State whenever a change has occurred involving any of the above categories. You may file your statement of change or annual report online at [www.sos.ky.gov](http://www.sos.ky.gov).

Said organization is organized and operated 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 corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in these Articles. 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 of 1986, 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.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a Court of this state in which the principal office of this organization is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.