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NRAI**Michael G. Adams**
Kentucky Secretary of State
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PROPOSED RESTATED ARTICLES OF INCORPORATION
ST. MATTHEWS AREA CHAMBER, INC.

ARTICLE I

The name of the Corporation shall be: St. Matthews Area Chamber of Commerce, Inc.”

ARTICLE II

The objects and purposes of this corporation are to form a body of men and women who are representative of the business and professional interests in the community, in the Greater St. Matthews area of St. Matthews, Kentucky, unite them in close bonds of friendship and cooperation in the promotion of the business interests of the community, encourage their active participation in the civil, social and commercial developments of the community, encourage appreciation and interest in the highest ethical standards of business, the exchange of ideas which might be of benefit to the members, to bring about a better understanding of the problems of the community, to keep members informed of such developments which may affect their business interests, to cooperate with local units of government toward solution of drainage, tax, traffic and other local problems, to own and hold real and personal property for the use of the members, receive contributions to finance execution of the purposes contained herein, help promote beautification and other improvements in the community, solicit business to locate in the area of its operations and, generally, to exercise any, all and every power for which a non-profit corporation can be authorized to exercise in the interest of promotion of the aforementioned purposes.

ARTICLE III

The principal place of business of the corporation is 3940 Grandview Avenue, Louisville, Kentucky 40207, and the registered agent of the Corporation is the officer appointed by the Board of Directors to accept service of process and their name shall be filed with the Kentucky Secretary of State's office as such from time to time as required by law, 3940 Grandview Avenue, Louisville, KY 40207.

ARTICLE IV

The corporation shall commence as soon as authorized by law, and shall have perpetual existence, with all powers hold by natural persons, and may be dissolved at any time by written

consent in a regular meeting, or a special meeting, called for that purpose, by a three-fourths vote of the members in good standing. The corporation may contract and be contracted with, sue and be sued.

ARTICLE V

The corporation shall have no capital stock, and shall not pay any dividends to its members, and no pecuniary profit shall be by then derived therefrom. It shall be financed and maintained by membership dues charged to its members, in accordance with the provisions of its by-laws, and from the gifts and donations of others generally, and in any manner permitted by law to similar corporations, and it may accumulate funds for the furtherance of its purposes.

ARTICLE VI

The highest amount of indebtedness or liability which the corporation may at any time incur is fifty thousand dollars (\$50,000.00).

ARTICLE VII

The private property of the officers, directors and other members of the corporation shall not be subject to payment of the debts and obligations of the corporation.

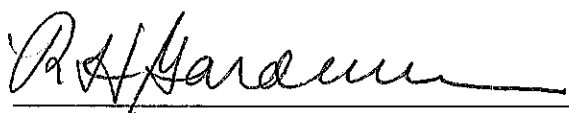
ARTICLE VIII

The members of this corporation shall consist of the Incorporators hereof and others who are now members of the St. Matthews Business Association, until now not incorporated, and others who hereafter are admitted to membership in accord with the by-laws of the corporation. The property rights and interests of each member, including voting rights, are the same and equal to those of each other member.

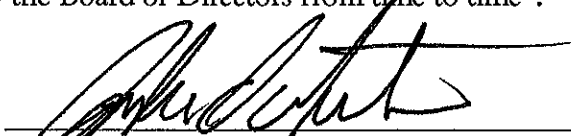
ARTICLES IX

The affairs of the corporation are to be conducted by the following Officers: President, Vice-President, Secretary, Treasurer and Immediate Past President, and other similarly endowed offices as may benefit the Chamber at the discretion of the Board of Directors; and, in addition, there shall be no less than ten(10) Directors total. The Officers and Directors together shall constitute the entire Board of Directors. Said Officers and Directors shall be elected at the time, in the manner and for such term as is set forth in the Bylaws of the corporation. Furthermore, the annual meeting of the corporation shall be held at such time and place as established by the Bylaws

of the corporation or in lieu thereof as determined by the Board of Directors from time to time".



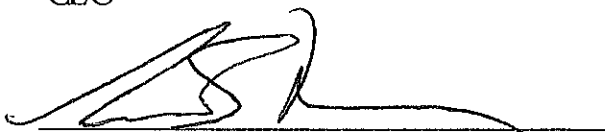
President



CEO



Vice President



Past President



Secretary

Treasurer