

**ARTICLES OF INCORPORATION
OF
PERRY COUNTY, KENTUCKY JUSTICE CENTER CORPORATION**

PREAMBLE

The within incorporator hereby declares that the within corporation is created at the request of the County of Perry, Kentucky (the "County"), for the purpose of acting as an agency and instrumentality of said County in providing court and related facilities to be utilized for the benefit of the citizens and residents of the County.

NOW THEREFORE KNOW ALL MEN BY THESE PRESENTS:

That I, Denny Ray Noble, of Perry County, Kentucky, do hereby organize and form a nonprofit and non-stock corporation, under and by virtue of the laws of the Commonwealth of Kentucky and specifically Chapter 273 of the Kentucky Revised Statutes and do hereby adopt the following articles for its charter.

ARTICLE I

The Corporation shall be named and known as PERRY COUNTY, KENTUCKY JUSTICE CENTER CORPORATION, by which it may contract and be contracted with, sue and be sued, adopt a corporate seal and conduct its business.

ARTICLE II

The principal office and place of business of said Corporation shall be the current office holder for the County Judge/Executive, Perry County Courthouse, Hazard, Kentucky 41701.

ARTICLE III

It is not the purpose of this organization to operate for pecuniary profit, and the nature of the business and objects and purposes to be transacted, promoted and carried on shall be the acquisition of real property and the acquisition and operation of personal property for such County and the promotion of public interests of said County, and in that connection without profit to the Corporation or its members, to receive, hold and disburse gifts, bequests and other funds for such purposes, to acquire, own, maintain, sell, mortgage or pledge real estate or personal property and to issue or assume bonds, notes, or other evidence of indebtedness to evidence its obligations and generally to do any and all things necessary and incidental to its general purposes aforesaid and, without limiting the generality of the foregoing, to acquire real estate and acquire and operate personal property for the County of Perry, Kentucky in order that the public health and safety may be promoted through the availability of adequate public court buildings and related governmental facilities.

ARTICLE IV

The Corporation shall have no capital stock and is not formed for profit, but to provide adequate public facilities for the County.

All of the assets and earnings shall be used exclusively for the purpose herein set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any member or individual, and no substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all of the assets of the Corporation shall be disbursed in total to the County.

ARTICLE V

The Corporation shall commence business as soon as these Articles are filed in the Office of the Secretary of State, Frankfort, Kentucky. The life of the Corporation shall be perpetual, unless sooner dissolved by a majority vote of its members; provided, however, that said Corporation cannot be dissolved so long as any indebtedness is outstanding and unpaid.

ARTICLE VI

The registered agent for the service of process shall be the County Judge/Executive, Perry County Courthouse, Hazard, Kentucky 41041, which address shall also be the registered office of said Corporation.

ARTICLE VII

The affairs and business of the Corporation shall be conducted by its members, who shall constitute the governing body of the Corporation, to be known as its Board of Directors. The County Judge/Executive, with approval by the Fiscal Court of Perry County, Kentucky, shall appoint no more than five (5) members to the Board of Directors.

Each member of the Board of Directors of the Corporation shall initially be appointed to serve a staggered term from two to five years, as determined by the County Judge/Executive. The County Judge/Executive, with approval of the Fiscal Court shall appoint successors to the Board of Directors whose term becomes vacant for any reason or whose term expires.

The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such Vice-Presidents as the Board of Directors may elect; said officers need not be members of the Board of Directors.

Members shall act as a Board of Directors and shall have full power to make all by-laws to regulate the business of the Corporation as will not be inconsistent with the provisions of the Articles of Incorporation

and the laws of the Commonwealth of Kentucky.

The name and addresses of the initial Board of Directors shall be as set forth in Exhibit A to these Articles.


ARTICLE VIII

The maximum indebtedness or liability which the Corporation may at any time incur is unlimited, and its property shall not be used or applied except for the payment of its debts and liabilities lawfully incurred. The Corporation shall incur no indebtedness or liability except upon a majority vote of the members or directors as reflected by the Corporation's records. In connection with the incurring of any indebtedness, such provisions may be inserted in the papers authorizing same as may be deemed necessary for the protection of the holders of such indebtedness, and without limiting the generality of the foregoing, the Corporation may issue or assume from time to time separate bond issues or notes, with such separate or combined security and with such restrictions as the members and the Board of Directors may deem for the best interest of the Corporation.

ARTICLE IX

The private property of the Members or Directors shall not be subject to or in any way liable for any debt or contract of this Corporation.

IN TESTIMONY WHEREOF, witness my hand this 26 day of June, 2000.


Denny Ray Noble, Perry County
Judge/Executive

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF PERRY)

I, a Notary Public in and for the State and County aforesaid do hereby certify that the foregoing Articles of Incorporation of Perry County, Kentucky Justice Center Corporation were this day produced to me in said State and County by Denny Ray Noble, personally known to me and personally known by me to be the party mentioned in such instrument who acknowledged before me the execution hereof to be her act and deed.

Given under my hand and seal of office this 26 day of June, 2000.

My commission expires 10/8/2000

Notary Public, Melanie H. Smith
Kentucky

(Seal of Notary)

ARTICLES OF INCORPORATION

Perry County, Kentucky Justice Center Corporation

EXHIBIT A

Initial Board of Directors

	<u>Name of Director</u>	<u>Address</u>	<u>Term of Appointment (Years)</u>
1.	William D. Gorman	P.O. Box 420 Hazard, Kentucky 41702	5
2.	Denny Ray Noble	Box 224 Chavies, Kentucky 41727	5
3.	B.J. Ewen	P.O. Box 420 Hazard, Kentucky 41702	4
4.	Charles Colewell	47 Gum Avenue Hazard, Kentucky 41702	3
5.	Steve Tackett	311 Jackson Fork Road Hazard, Kentucky 41702	2