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Michael G. Adams Kentucky Secretary of State Received and Filed: 12/18/2023 3:09 PM Fee Receipt: \$8.00	

**ARTICLES OF INCORPORATION
OF
BLUEGRASS FILM FRIENDS, INC.,
A KENTUCKY NON-STOCK, NON-PROFIT CORPORATION**

Pursuant to KRS 273.247 of the Kentucky Revised Statutes, the undersigned does hereby certify as follows:

**ARTICLE I
NAME**

1.1 The name of the corporation is Bluegrass Film Friends, Inc. (the “Corporation”).

**ARTICLE II
PRINCIPAL OFFICE, REGISTERED AGENT, REGISTERED OFFICE,
INCORPORATOR**

2.1 The principal office of the Corporation shall be 840 Quarter Horse Court, Lexington, Kentucky 40503.

2.2 The name and address of the Corporation’s initial registered agent and initial registered office is Dinsmore Agent Co., Attn: Wade C. Lawson, 100 West Main Street, Suite 900, Lexington, Kentucky 40507.

2.3 The name and address of the Corporation’s incorporator is Jameson L. Gay, 101 S. 5th Street, Suite 2500, Louisville, Kentucky 40202.

**ARTICLE III
PURPOSES AND POWERS**

3.1 This Corporation shall be a nonprofit corporation formed exclusively for purposes for which a corporation may be formed under the Kentucky Non-Profit Corporation Act and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations or the corresponding provision of any applicable future United States Internal Revenue Law or regulations (the “Code”) and not for pecuniary profit or financial gain. The specific purposes for which the Corporation is organized are (i) to promote the arts and culture in a manner that is useful to individuals and beneficial to the community within the meaning of Sections 1.501(c)(3)-1(d)(3)(i) through (ii) of the Treasury Regulations, including, but not limited to, by providing film industry educational opportunities, enabling community-building for those in the film-industry, and promoting film-related career and job opportunities in the area; and (ii) to accept donations of money or other property for the above purposes or any other charitable and educational purposes allowed within the meaning of Section 501(c)(3) of the Code or any successor sections. The Corporation may also make distributions to fund charitable and educational purposes within the meaning of Section 501(c)(3) of the Code to the extent such

distributions are consistent with the purposes of the Corporation, Section 501(c)(3) of the Code, and the nonprofit corporation laws of the Commonwealth of Kentucky.

3.2 The Corporation shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. 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 Article 3.1 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV
MEMBERS; BOARD OF DIRECTORS

4.1 The Corporation shall have no members/shareholders.

4.2 The Board of Directors shall consist of three (3) initial directors. The Board of Directors may not be less than three (3) members, but may be increased to as many as seven (7) members as further set forth in the Bylaws.

4.3 The initial Board of Directors shall consist of the following:

Matthew Noble
840 Quarter Horse Court
Lexington, Kentucky 40503

Lindsey Williamson
2033 Williamsburg Rd.
Lexington, Kentucky 40504

Miles Meehan
1436 Saddle Club Way
Lexington, Kentucky 40504

4.4 The directors may make and adopt Bylaws not inconsistent with the provisions of these Articles of Incorporation and the laws of the Commonwealth of Kentucky.

ARTICLE V
PRIVATE FOUNDATION LIMITATIONS

The following shall apply during any period of time that the Corporation is classified as a private foundation under Section 509 of the Code, or the corresponding section of any future federal tax code:

- A. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code;
- B. The Corporation shall distribute sufficient amounts for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code;
- C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code;
- D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code; and
- E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE VI
DISSOLUTION

No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution, the Board of Directors (after paying or making provision for the payment of all liabilities of the Corporation) shall distribute all remaining assets of the Corporation to one or more qualifying charities upon the affirmative vote of the majority of the directors. Any funds so given must be used for a public purpose within the meaning of Section 501(c)(3) of the Code. Such assets shall go to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII
LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION

7.1 No director, officer, or employee of the Corporation shall be personally liable as such on its obligations or to the Corporation for monetary damages for breach of his/her duties as a director except for liability for (a) any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, or (c) any transaction from which the director derives an improper personal benefit. If the

Kentucky Revised Statutes are subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

7.2 Each person who is or was a member, director, trustee, officer, or employee of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, trustee, officer, or employee of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, the commission of a crime, a breach of fiduciary duty to the corporation, wanton or willful misconduct, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE VIII
BYLAWS

8.1 The Bylaws of the Corporation shall regulate the internal affairs of the Corporation except as otherwise set forth herein.

These Articles of Incorporation are executed by the Incorporator on December 18, 2023.

Jameson Gay

Jameson L. Gay, Incorporator

The undersigned, as the registered agent in the Articles of Incorporation of the Corporation dated December 18, 2023, and filed with the Kentucky Secretary of State's Office, hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated in accordance with the Kentucky KRS 14A and KRS 273.

Dinsmore Agent Co.

By: Wade C. Lawson

Name: Wade C. Lawson

Title: Authorized Representative