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Alison Lundergan Grimes
Kentucky Secretary of State

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ARTICLES OF INCORPORATION

OF

CHOOSE RUSSELL, INC.

The undersigned incorporator hereby incorporates a nonprofit corporation (the "Corporation") in accordance with the laws of the commonwealth of Kentucky and specifically the Kentucky Nonprofit Corporation Acts, KRS §§ 273.161 through 273.390 (the "Act"), and adopts the following Articles of Incorporation:

ARTICLE I

Name of the Corporation

The name of the Corporation is Choose Russell, Inc.

ARTICLE II

Duration

The period of duration of the Corporation perpetual.

ARTICLE III

Purpose and Powers

(1) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have capital stock or shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes or is in conflict with the other provisions of Article II of these Articles of Incorporation.

(2) The purposes for which the Corporation is organized are as follows:

(A) To conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequently Federal tax laws), in such manner:

(i) that no part of its income or property shall inure to the private benefit of any donor, member, director, or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered;

(ii) that shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office; and

(iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(B) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

(i) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code;

(ii) a corporation that receives contributions that are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section on any future federal tax code.

(C) To promote and advocate for the well-being of families and children of the Russell neighborhood by:

(i) building relationships based on integrity, honesty and respect with our neighbors, partners, stakeholders in pursuit of dreams and aspirations;

(ii) partnering with families and individuals to build an economically vibrant and diverse community that celebrates economic diversity and helps families gain access to the economic resources they need;

(iii) supporting resident involvement to affect positive change and achieve educational, employment and good citizenship goals that enhance and support self-reliance;

(iv) advancing wealth building activities that help individuals and families build their capacity to do for themselves and provide the well-being of future generations;

(v) creating a progressive community that thrives on innovation and the pursuit of excellence;

(vi) generating the sense of pride, public gratification and pleasure in living in Russell, a choice neighborhood;

(vii) soliciting membership in the Corporation; and

(viii) soliciting contributions to advance and sustain the Corporation; all of which purposes are to be carried out not for profit and without shares of stock, and generally to do the things that are incident and necessary thereto.

(D) To organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary and educational enterprises, activities and institutions, as from time to time may be determined, selected or decided upon by the Corporation's Board of Directors consistent with the purposes stated above.

(E) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities, and projects:

(i) To solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(iii) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests, or devises of property of any kind which any person, firm or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefore by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other non-stock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws);

(viii) To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

(ix) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky or section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws).

(3) Notwithstanding any provision heretofore stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined

in section 509 or section 4942 of the Internal Revenue Code of 1986, or in corresponding provisions of any subsequent Federal tax laws, then:

(A) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or by corresponding provisions of any subsequent Federal tax laws.

(B) The Corporation shall not engage in any act of self-dealing as defined in section 4942(d) of the Internal Revenue Code of 1986, or in corresponding provisions of any subsequent Federal tax laws.

(C) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or in corresponding provisions of any subsequent Federal tax laws.

(D) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or in corresponding provisions of any subsequent Federal tax laws.

(E) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or in corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV
No Members

The Corporation shall not have members. On such terms and conditions as are set forth in the bylaws or as otherwise determined from time to time by the Board of Directors, the Corporation will have "Associates" who shall have such rights, including as to nomination and election of directors, as are set forth in the bylaws or resolutions of the board of directors.

ARTICLE V
Distribution of Assets Upon Dissolution

If at any time this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(1) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made thereof;

(2) Assets held by this Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, educational, and/or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or under corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or to the state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(4) Other assets if any, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or under corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or to a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(5) Any assets not disposed of pursuant to the provisions of Article V set forth herein above shall be disposed of by a court of competent jurisdiction of the county in which the

principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or under corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI
Bylaws

Provisions for the regulation of the affairs of the Corporation shall be set forth in the bylaws of the Corporation as duly adopted or from time to time altered, amended or repealed by the Board of Directors. The Board of Directors alone shall have authority to manage and direct the corporation.

ARTICLE VII
Initial Registered Agent

The address of the Corporation's registered office is 2000 PNC Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202 and the name of its initial registered agent at such address is SKO-Louisville Services, LLC.

ARTICLE VIII
Principal Office Address

The initial principal office address of the Corporation is:

2000 PNC Plaza, 500 West Jefferson Street
Louisville, Kentucky 40202

ARTICLE IX
Initial Directors

The initial Board of Directors of the Corporation shall be comprised of:

Sam Watkins, Jr.
1300 W. Muhammad Ali Blvd.
Louisville, Kentucky 40203

Manfred Reid
303 South 10th Street
Louisville, Kentucky 40203

Haven Harrington, III
1535 West Broadway
Louisville, Kentucky 40203

Ben Richmond
1535 West Broadway
Louisville, Kentucky 40203

ARTICLE X
Director Liability

A director shall not be liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duties as a director unless such act or omission (1) is one in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation; (2) is not in good faith, involves intentional misconduct, or is known to the director to be a violation of law; (3) is a vote for or assent to a distribution made in violation of the Act; or (4) is a transaction from which the director derived an improper personal benefit.

ARTICLE XI
Indemnification

(1) Each person who was or is made a party to or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (“proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Kentucky Revised Statutes, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such

amendment permits the Corporation to provide broader indemnification rights than said Statutes permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith.

(2) Provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

(3) The rights set forth in paragraphs (1) and (2) above shall be contract rights and include the right to be paid expenses incurred in defending any such proceedings in advance of final disposition, provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) shall be made only upon determination:

(A) by majority vote of a quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding; or

(B) if a quorum cannot thereby be obtained, by majority vote of a committee duly designated by the board of directors, consisting solely of two (2) or more directors who are not, at the time, parties to the proceeding; or

(C) by special legal counsel selected by quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding, or if such quorum of the Board of Directors cannot be obtained, then by majority vote of the full board of directors; or

(D) by the vote of shares not owned or voted under the control of directors who are at the time parties to the proceeding that such person:

- (i) conducted himself or herself in good faith; and
- (ii) reasonably believed.

1) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the Corporation's best interests; or

2) in all other cases that his conduct was at least not opposed to the best interests of the Corporation; provided, however, that in the case of any criminal proceeding, the officer or director must show that he or she had no reasonable cause to believe such conduct was unlawful.

(4) Any payment of expenses authorized under paragraphs (1-3) above, shall be made in advance of the final disposition of such proceeding as defined above, upon

(A) such person's provision to the Corporation of a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in paragraph (3) above; and

(B) such person's provision to the Corporation of a written undertaking, executed personally or on his or her behalf, unsecured, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct described in paragraph (3) above; and

(C) the board of directors, sitting as a whole, determines upon the facts then known that such facts would not preclude indemnification of such person pursuant to the Kentucky Revised Statutes.

(5) Notwithstanding the provisions of paragraphs (1-4) above, the Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such person was a party because of his or her present or past officer's or director's duties to the Corporation, against reasonable expenses incurred by him/her in connection with the proceeding. Further, in the event that a claim under paragraphs 4 (a-e) hereinabove is not paid in full by the Corporation within forty-five (45) business days after a written claim has been received by the Corporation, the claimant may apply to the court conducting or which did conduct the proceeding, or to any other court of competent jurisdiction, for indemnification pursuant to the terms and conditions of the Kentucky Revised Statutes.

(6) The rights conferred on any person by paragraphs (1-5) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-laws, agreement, vote of disinterested directors or otherwise.

(7) The Corporation may purchase and maintain insurance on behalf of an individual who is or was an officer or director of the Corporation, or who, while an officer or director of the Corporation, is or was serving at the request of the Corporation as an officer, director, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his or her status as an officer or director of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Kentucky Revised Statutes.

ARTICLE XII
Volunteer Status of Directors

No director, in that capacity, shall be compensated for service to the Corporation. Rather, each director shall be an uncompensated volunteer. This Article X shall not limit the capacity of

the Corporation to reimburse any director out-of-pocket expenses incurred in connection with service as a director.

ARTICLE XIII
Incorporator

The name and street address of the incorporator is:

SKO Louisville Services, LLC
2000 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

ARTICLE XIV
Effective Time and Date

These Articles of Incorporation are effective as of 12:01 am on the 1st day of January, 2016.

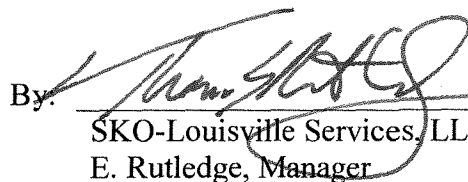
IN WITNESS WHEREOF, the undersigned incorporator hereby executes these Articles of Incorporation and acknowledges this to be the incorporator's act and deed as of December 22, 2015.

SKO Louisville Services, LLC
(as Incorporator)

By: 
Thomas E. Rutledge, Manager

Consent of Initial Agent for Service of Process to Serve

SKO-Louisville Services, LLC, having a principal place of business at 2000 PNC Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202, hereby agrees and consents to serve as registered office and agent for service of process of Choose Russell, Inc.

By: 
SKO-Louisville Services, LLC by Thomas
E. Rutledge, Manager

This instrument prepared by:

A handwritten signature in black ink, appearing to read "Thomas E. Rutledge", is written over a horizontal line.

Thomas E. Rutledge
Stoll Keenon Ogden PLLC
500 W. Jefferson Street
2000 PNC Plaza
Louisville, Kentucky 40220