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**ARTICLES OF INCORPORATION
OF
FRANKFORT CLIMATE ACTION NETWORK, INC**

THE UNDERSIGNED, having associated for the purposes of forming a non-profit, non-stock Corporation under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes, hereby certifies as follows:

**ARTICLE I
Name**

The name of the Corporation shall be Frankfort Climate Action Network, Inc.

**ARTICLE II
Purposes and Powers**

A. The Corporation is organized and shall be operated exclusively for civic and educational purposes as described within Section 501(c)(3) of the Internal Revenue Code or its successor provision, including for such purposes the making of distributions to organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or its successor provision. The Corporation may receive and administer funds for civic and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or its successor provision.

B. The particular purposes of the Corporation shall be to mobilize Frankfort area residents to respond to climate change and global warming, and to promote energy conservation, energy efficiency, and renewable energy.

C. Subject to the limitations set forth in this Article II, the Corporation is authorized to engage in any activity the overall purpose of which is to further the civic and educational purposes of the Corporation. The Corporation shall be irrevocably dedicated to and operated exclusively for non-profit purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 this Article II hereof.

D. In carrying out the corporate purposes set forth in this Article II, the Corporation shall have all powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in Kentucky Revised Statutes Section 273.171 or its successor provision, except as follows and as otherwise stated in these Articles:

- (1) No substantial part of the activities of the corporation shall consist of attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- (2) 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 or its successor provision; or
 - (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or its successor provision.

ARTICLE III
Initial Registered Agent and Office

The name and address of the Corporation's initial registered agent is Richard Watkins, 1 Warwick Lane, Frankfort, KY 40601

ARTICLE IV
Principal Office

The mailing address of the Corporation's principal office is 1 Warwick Lane, Frankfort, KY 40601.

ARTICLE V
Duration

The Corporation shall have perpetual existence.

ARTICLE VI
Directors

The affairs of the Corporation shall be governed by a Board of Directors consisting of no fewer than three (3) members, the exact number, and the manner in which they are elected or appointed, shall be established in the Bylaws of the Corporation. The names and addresses of the initial directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Tona Barkley	1860 Kays Branch Rd, Owenton, KY 40359
Marti Booth	5344 Sleepy Hollow Dr, Frankfort, KY 40601
Rachel Harrod	311 W. Campbell St, Frankfort, KY 40601
Connie Lemley	7134 Owenton Rd, Frankfort, KY 40601
Andrew McDonald	7134 Owenton Rd, Frankfort, KY 40601
Fonda McWilliams	615 Indian Gap Rd, Frankfort, KY 40601
Richard Watkins	1 Warwick Ln, Frankfort, KY 40601

ARTICLE VII
Bylaws

The initial Bylaws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the Bylaws.

Any director may be removed for cause pursuant to provisions of the Bylaws regarding grounds and procedures for such removal.

ARTICLE VIII
Members

The Corporation shall have members as set forth in the Bylaws.

ARTICLE IX
Limitation of Director Liability

A. No director or officer of this Corporation shall be personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

B. No person serving on the Board of Directors of this Corporation shall be personally liable for monetary damages resulting from the breach of her or his duties as a director unless such act, omission or breach:

- (1) concerned or concerns a transaction in which the director's personal financial interest was or is in conflict with the financial interests of the Corporation;
- (2) was not in good faith or involved or involves intentional misconduct on the part of the director;
- (3) was known by the director to be a violation of law; or
- (4) resulted in an improper personal benefit to the director.

C. Any director or officer or former director or officer of the Corporation may be indemnified by the Corporation against any expenses actually and reasonably incurred by her or him in connection with the defense of any action, suit, or proceeding, civil or criminal, in which she or he shall be adjudged in such action, suit, or proceeding to be liable for negligence or in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation or its Bylaws.

ARTICLE X
Dissolution

Dissolution of the Corporation shall be accomplished in accordance with Kentucky Revised Statutes Chapter 273 or its successor provision. In the event of dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all liabilities of the Corporation, the Board of Directors shall then dispose of all corporate assets to one or more domestic or foreign non-profit organizations that are organized and operated exclusively for civic and educational purposes and, if to domestic organizations, those that at the time qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or its successor provision.

The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, to one or more organizations that are organized and operated exclusively for civic and educational purposes and at that time qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or its successor provision.

ARTICLE XI
Amendments

The Articles of Incorporation of the Corporation may be amended in the manner provided by law.

ARTICLE XII
Incorporator

The name and address of the incorporator is Richard Watkins, 1 Warwick Lane, Frankfort, KY 40601.

IN WITNESS WHEREOF, the undersigned, Richard Watkins, the incorporator of Frankfort Climate Action Network, Inc. has hereunto set his hand this 13th day of October, 2010.

Richard Watkins

Registered Agent and Incorporator