

**ARTICLES OF INCORPORATION**  
**OF**

**KENTUCKY MOUNTAINS AMATEUR RADIO CLUB, INC.**

The undersigned Incorporators, Johnnie L. Brashear and John W. Farler, execute these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or its successor provisions, in accordance with the following provisions:

**ARTICLE I**

Name

The name of the Corporation is Kentucky Mountains Amateur Radio Club, Inc. (the “Corporation” or “KMARC”).

**ARTICLE II**

Purposes and Powers

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it, and the powers granted to it, are as follows:

A. The Corporation is irrevocably dedicated to and is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation shall receive contributions and fees, and shall distribute its funds for public, charitable, and/or educational purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed

corporations by the Kentucky Nonprofit Corporation Acts, KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs A, B, C, and, if applicable, D of this Article II.

B. As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. As limited by Section 501(c)(3) of the Code, the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

C. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section 501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

D. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

E. The general purpose of the Corporation is to encourage interest and participation in Amateur Radio, particularly with respect to volunteer emergency services performed by Amateur Operators from time to time in service to area communities. The Corporation's primary purpose is to promote education and activities related to the operation of amateur radio stations for the non-commercial benefit of communities throughout Southeast Kentucky and surrounding locations, consistent with the requirements of Section 501(c)(3) of the Code as a whole.

### ARTICLE III

#### Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

Rick King  
100 Airport Gardens Road  
Hazard, Kentucky 4170141701

### ARTICLE IV

#### Principal Office

The mailing address of the Corporation's principal office is:

1264 Hall Mountain Road  
Viper, Kentucky 41774

#### Duration

The Corporation shall have perpetual existence.

### ARTICLE V

#### Directors

The affairs of the Corporation shall be governed by a Board of Directors consisting of no fewer than three (3) members but no more than five (5) members, with the exact number to be

established pursuant to the Corporation's Bylaws. The Corporation's Board of Directors shall be appointed in a manner consistent with the Corporation's By-Laws, and with KRS 273.211. The initial Board of Directors shall consist of three (3) persons who shall serve until the first annual election of directors and until their successors are elected and qualify. The names and addresses of the initial directors are:

John Farler  
1264 Hall Mountain Road  
Viper, KY 41744

Darian Williams  
P.O. Box 227  
Hazard, KY 41701

Johnny L. Brashear  
157 Old Highway 7  
Viper, Kentucky 41744-8583

## ARTICLE VI

### Members

The Corporation shall have no members except as may be provided by the By-Laws hereafter duly adopted by the directors.

## ARTICLE VII

### Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor provision. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to Kentucky Amateur Radio Emergency Services, Inc. ("KARES"), or its successor entity, so long as that distributee organization then qualifies as an exempt organization described in Section 501(c)(3) of the Code. If KARES does not then so qualify, the Board of Directors shall, after paying or making provision for the payment of all

liabilities of the Corporation, dispose of all corporate assets by distributing such assets to one or more exempt organizations then described in Section 501(c)(3) of the Code. The purposes of such charitable donee or donees shall be to support charitable activities related to Amateur Radio carried out within the geographic area served by the Corporation. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall, at that time, qualify as tax-exempt under Section 501(c)(3) of the Code or its successor provision. If possible, the Court shall cause such remaining assets to be transferred to a donee or donees should be to support charitable Amateur Radio activities within the geographic area served by KMARC, Inc. or its successor entity.

## ARTICLE VI

### Limitation of Director Liability

No director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a director except for liability:

- A. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
- B. For 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. For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article 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.

## ARTICLE VII

### Amendment

The Articles of Incorporation of the Corporation may be amended in the manner provided by law, but only with the written approval or consent of the sole member of the Corporation.

## ARTICLE VIII

### Indemnification

Each person who is or was a director, officer or committee member of the 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 attorneys' 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 director, officer or committee member; 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 or if such indemnification would be prohibited by law. Such right 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 payments 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 ninety (90) days after a written claim has been received by the Corporation, the director, officer or committee member may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, 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 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. For the purpose of this Article, reference to "the Corporation" includes all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

## ARTICLE IX

### Incorporator

The name and address of the Incorporators are:

John Farler  
1264 Hall Mountain Road  
Viper, KY 41744

Johnny L. Brashear  
157 Old Highway 7  
Viper, Kentucky 41744-8583

Darian Williams  
P.O. Box 227  
Hazard, KY 41701

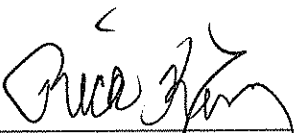
Signed by the Incorporators, this 8<sup>th</sup> day of November, 2013.

  
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JOHN FARLER

  
\_\_\_\_\_  
JOHNNIE L. BRASHEAR

  
\_\_\_\_\_  
DARIAN WILLIAMS

THIS INSTRUMENT PREPARED BY:

  
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RICK KING, ESQ.  
175 RIDGEVIEW WAY  
HAZARD, KY 41701