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Michael G. Adams  
Kentucky Secretary of State  
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## Non-Profit Articles of Incorporation

### Article 1, Name

#### 1.01 Name

The name of this corporation shall be Green River Community Food Warehouse Inc. The business of the corporation may be conducted as Green River Community Food Bank, Green River Community Food Warehouse, Food Warehouse or as Daviess County Food Bank.

### Article II, Duration

#### 2.01 Duration

The period of duration of the corporation is perpetual.

### Article III, Purpose

#### 3.01 Purpose

The Green River Community Food Warehouse Inc. Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Green River Community Food Warehouse Inc.'s purpose is to:

- a) To decrease food insecurity through distribution of food.
- b) Educate the public about food insecurity.
- c) To create and manage a centralized food collection and distribution system.
- d) To collect/receive and distribute safe, edible food to increase available food for distribution for client facing food serving organizations.
- e) To function as a warehouse with ambient (dry), refrigerated, and frozen storage capability.
- f) To do all acts and things necessary, convenient, or expedient to carry on the above-mentioned processes.

#### 3.02 Public Benefit

The Green River Community Food Warehouse Inc. is designated as a public benefit corporation.

### Article IV, Non-Profit Nature

#### 4.01 Non-Profit Nature

Green River Community Food Warehouse Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Green River Community Food Warehouse

Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Green River Community Food Warehouse Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its education and charitable purposes. No part of the asset, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for debts or obligations of Green River Community Food Warehouse Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Green River Community Food Warehouse Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Green River Community Food Warehouse Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Green River Community Food Warehouse Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Green River Community Food Warehouse Inc. by (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Kentucky.

In the event that the court shall find that this section is applicable but that there are no qualifying organizations known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Kentucky to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person or individual, 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 III, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporations' activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described in Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Article V, Board of Directors**

#### **5.01 Governance**

Green River Community Food Warehouse Inc. shall be governed by its board of directors made up of 4 members.

#### **5.01 Initial Directors**

The initial directors of the corporation shall be:  
Rebecca Baird, Doug Eberhart, Steve Innes and Andrea Robinson

### **Article VI, Membership**

#### **6.01 Membership**

Green River Community Food Ban shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

### **Article VII, Amendments**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **Article VIII, Addresses of the Corporation**

### **8.01 Corporate Address**

The physical address of the corporation is:

423 Allen Street, Owensboro, KY 42303

The mailing address of the corporation is:

PO Box 1061, Owensboro, KY 42302

## **Article IX, Appointment of Registered Agent**

### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Doug Eberhart, 657 Larmon Mill Road, Bowling Green, KY 42104

## **Article X, Incorporator**

### **10:01 Incorporator**

The incorporators of the corporation are as follow:

Doug Eberhart, 657 Larmon Mill Road, Bowling Green, KY 42104

Steve Innes, 3657 Briarcliff Trace, Owensboro, KY 42303

Andrea Robinson, 1125 Castlewood Place, Owensboro, KY 42303

Rebecca Baird, 2370 State Route 1414, Hartford, KY 42347

## **Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Green River Community Food Warehouse Inc. were approved by the board of directors on August 25, 2023, and constitute a complete copy of the Articles of Incorporation of the Green River Community Food Warehouse Inc.

Names, address and signatures of all directors and incorporators.

Acknowledgment of consent to appointment as registered agent

I, Douglas E Eberhart, agree to be the registered agent for Green River Community Food Warehouse Inc. as appointed herein.

Registered Agent: *Douglas E Eberhart*

Date: 09/26/2023