

ARTICLES OF INCORPORATION
OF
MERCER ADVANCEMENT AND BEAUTIFICATION COUNCIL
A NON-PROFIT CORPORATION

Pursuant to KRS 14A and KRS 273, the provisions of the Nonprofit Corporation Act of Kentucky, the undersigned incorporators, who are all citizens of the United States of America, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **Mercer Advancement and Beautification Council**.

ARTICLE II

REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of this corporation's initial registered office in Kentucky is:

Toni B. Preston
350 North College Street
Harrodsburg, Kentucky 40330-1116

ARTICLE III

PRINCIPAL OFFICE

The mailing address of this corporation's principle office is:

350 North College Street
Harrodsburg, Kentucky 40330

ARTICLE IV

PURPOSE

The purposes for which this corporation 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 the corresponding section of any future federal tax code.

ARTICLE V

NUMBER, NAMES, AND ADDRESSES OF INITIAL DIRECTORS

The number of director constituting the initial board of directors shall be eleven (11).

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Toni B. Preston
350 N. College St.
Harrodsburg, KY 40330

Seth J. Singleton
222 E. Lexington St.
Harrodsburg, KY 40330

Helen Dedman
618 Beaumont Inn Dr.
Harrodsburg, KY 40330

Matthew T. Singleton
222 E. Lexington St.
Harrodsburg, KY 40330

Marian E. Bauer
332 E. Lexington St.
Harrodsburg, KY 40330

Vicky Reed
504 Beaumont Ave.
Harrodsburg, KY 40330

Mary Jo Lawson
P.O. Box 317
Burgin, KY 40310

Julie Wagner
105 Venetian Way
Danville, KY 40422

Bobby Parsons
338 N. College St.
Harrodsburg, KY 40330

Elaine Dedman
814 Beaumont Ave.
Harrodsburg, KY 40330

Drew Hardgrove
476 N. College St.
Harrodsburg, KY 40330

ARTICLE VI

NAMES AND ADDRESSES OF INCORPORATORS

The names and mailing addresses of the incorporators are:

Toni B. Preston
350 N. College St.
Harrodsburg, KY 40330

Seth J. Singleton
222 E. Lexington St.
Harrodsburg, KY 40330

Matthew T. Singleton
222 E. Lexington St.
Harrodsburg, KY 40330

ARTICLE VII

DURATION OF CORPORATION

The period of the duration of this corporation is perpetual.

ARTICLE VIII

MEMBERSHIP PROVISIONS

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as stated in the bylaws of this corporation.

ARTICLE IX

PERSONAL LIABILITY

No member, director, or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the personal property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable or educational purposes. Upon the dissolution, or winding down, of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the “James Harrod Trust, Inc.,” a nonprofit corporation within Harrodsburg, Kentucky. In the event that the “James Harrod Trust, Inc.” is dissolved then such assets shall be distributed to “The Harrodsburg Historical Society”, a nonprofit corporation within Harrodsburg, Kentucky. Any such asset not disposed of by the Court of Competent Jurisdiction of the county in which the principle office of this corporation is then located, shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI

LIMITATION ON POLITICAL ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

ARTICLE XII

LIMITATION ON PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

ARTICLE XIII

GENERAL LIMITATION ON NONPROFIT ACTIVITIES

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) 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.

We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Matthew Singleton
Signature

Matthew Singleton, 8/29/13
Print Name/Title incorporator Date
director

Seth S. Singleton
Signature

Seth S. Singleton, 8/29/13
Print Name/Title secretary Date

Toni B. Preston
Signature

Toni B. Preston/chair 8/29/2013
Print Name/Title Date

I, **Toni B. Preston**, consent to serve as the registered agent on behalf of this corporation.

Toni B. Preston
Signature

Toni B. Preston/chair 8/29/2013
Print Name/Title Date