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ADD  
**Michael G. Adams**  
**Kentucky Secretary of State**  
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**ARTICLES OF INCORPORATION  
OF  
HENRY F. MOSS MIDDLE SCHOOL PTO, INC.**

We, the undersigned, voluntarily form a nonstock, nonmember, nonprofit corporation pursuant to and under the laws of the State of Kentucky pursuant to KRS 273.161 to 273.390 and hereby certify:

**ARTICLE I**

The name of the corporation is Henry F. Moss Middle School PTO, Inc.

**ARTICLE II**

**Purpose of the Corporation**

The purpose of Henry F Moss Middle School PTO, Inc. is to support the students, parents, and teachers of Henry F. Moss Middle School in Bowling Green, Warren County Kentucky.

In carrying out its exempt purposes, the organization shall have all of the powers allowed nonprofit corporations by Chapter 273 of the Kentucky Revised Statutes to such extent that such powers do not violate Section 501(c)(3) of the Internal Revenue Code.

The corporation is formed exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future tax code or laws.

**ARTICLE III**

**Operations Prohibitions**

No part of the net earnings of the corporation 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 these Articles of Incorporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation recognized as 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 (b) 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 IV**

**Dissolution Clause**

Upon the corporation's dissolution, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

**ARTICLE V**

**Duration**

The duration of the corporation shall be perpetual.

**ARTICLE VI**

**Employment of Board Members**

Individuals on the Board of Directors who are employed by the corporation will:

1. Be compensated in the capacity as a board member only for justifiable expenses related to meetings (mileage, etc.)
2. Remove herself/himself from the voting process when determining the compensation, benefits, etc. in his/her capacity as an employee.
3. Ensure that all compensation/salaries paid to any employee of the corporation will be reasonable for the services rendered and comparable with other like exempt organization's executive's compensation.

**ARTICLE VII**

**Name & Address of the Registered Agent, Office, Incorporator, and Principal Office**

Principle Office Address: 2565 Russellville Road Bowling Green KY 42101  
Registered Agents Address: 2565 Russellville Road Bowling Green KY 42101  
Registered Agents Email: Lynn.vincent@warren.kyschools.us

Lynn Vincent agrees to serve as the registered agent and the incorporator:

X Lynn Vincent  
Lynn Vincent, Registered Agent & Teacher Representative

## ARTICLE VIII

### **There are three (3) Incorporators and three (3) Initial Board of Directors-**

The names and addresses of the Incorporators and Board of Directors are:

1. Lynn Vincent, Teacher Representative, 2565 Russellville Road Bowling Green, KY 42101
2. Tara Sestic, Treasurer, 2565 Russellville Road Bowling Green, KY 42101
3. Kelly Meredith, President, 2565 Russellville Road Bowling Green, KY 42101

## ARTICLE IX

### **Indemnification**

Each person who is or was a director or officer of the corporation, whether elected or appointed, shall be indemnified by the corporation to the full amount of any liability and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director or officer, arising out of such person's status as a director or officer; 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 convicted liable on the basis that such person improperly received a personal benefit, or if such indemnification would be prohibited by law. Such a right of indemnification shall be a contract right. It shall include the corporation's right to be paid the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding. Any repeal or modification of this Article shall not affect any right or obligation then existing. If any indemnification payment required by this Article is not paid by the corporation within ninety (90) days after the corporation has received a written claim, the director or officer may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may, but not be obligated to, 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 Act or under this article. 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, a vote of members of the 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, which shall have been invalidated or by any other applicable law.

**ARTICLE X**

No director shall be personally liable to the corporation for monetary damages for breach of any duties as a director except for liability:

a. For any transaction in which the director's personal financial interest conflicts 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.