

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

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Michael G. Adams
Secretary of State
Received and Filed
4/18/2025 12:00:00 AM
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Michael G. Adams
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Articles of Incorporation
Non-profit Corporation

NAI

Please Note: This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation. Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the nonprofit corporation is

WATERWAYSLEX Inc.

Article II: The purpose of the nonprofit corporation is **To restore and maintain the biological, chemical, and hydrologic function of central Kentucky waterways**

Article III: The name of the initial registered agent is

Pace Cooke Emmons

and the street address of the entity's initial registered office in Kentucky is

121 Edgemoor Dr, Lexington, KY 40503

Article IV: The mailing address of the entity's principal office is

121 Edgemoor Dr, Lexington, KY 40503

Article V: The number of directors constituting the initial board of directors is **5**

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

Director	John Pike	3909 Fox Fire Ct., Lexington, KY 40517
Director	Thomas Kelly Taylor	3437 Belvoir Dr, Lexington, KY 40502
Director	Kenneth Brian Cooke	639 Cardinal Ln, Lexington, KY 40503
Director	Pamla Wood	5293 Lexington Road, Harrodsburg, KY 40330
Director	Pace Cooke Emmons	121 Edgemoor Dr, Lexington, KY 40503

Article VI: The name and mailing address of the incorporator is as follows:

Incorporator	John Pike	3909 Fox Fire Ct, Lexington, KY 40517
Incorporator	Thomas Kelly Taylor	3437 Belvoir Dr, Lexington, KY 40502
Incorporator	Kenneth Brian Cooke	639 Cardinal Ln, Lexington, KY 40503
Incorporator	Pamla Wood	5293 Lexington Road, Harrodsburg, KY 40330
Incorporator	Pace Cooke Emmons	121 Edgemoor Dr, Lexington, KY 40503

Additional articles not inconsistent with law may be stated in the space below.

Article II: Duration
The period of its duration is perpetual.

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Article III: Purposes and Limitations

1. **No Capital Stock or Shareholders.** The Corporation shall not have any capital stock, nor shall it have any shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the provisions of this Article III.

2. **501(c)(3) Purposes.** The purposes for which the Corporation is organized are as follows:

- a. **Exclusive Purposes.** To conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequently amended Federal tax laws), in such manner that:
 - i. **No Private Benefit.** No part of its income or property shall inure to the private benefit of any donor, director, or individual having a personal or private interest in the activities of the Corporation, except for reasonable compensation for services actually rendered;
 - ii. **No Political Activity.** The Corporation shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office;
 - iii. **No Substantial Lobbying.** No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation.
- b. **Specific Purposes.**
 - i. To restore and maintain the biological, chemical, and hydrologic function of central Kentucky waterways by engaging in and promoting sound water resource management practices and conservation;
 - ii. To promote an interest in, and a study of, the streams, rivers, lakes, and other water resources of the Commonwealth;
 - iii. To collect and assemble scientific studies and literature pertaining thereto;
 - iv. To cooperate with all agencies, governmental or private, which have an interest in water resources management, water quality, and the well-being of the state's streams, rivers, lakes, and wetlands;
 - v. To prepare and disseminate periodicals, pamphlets, books, and materials pertaining to Kentucky water resources and related subjects;
 - vi. To copyright and register the same; to sponsor and conduct meetings for the study and discussion of water resources and matters pertaining thereto;
 - vii. To solicit membership in the Corporation and to solicit contributions;
 - viii. To establish branches of the Corporation in other states and communities;
 - ix. All of which purposes are to be carried out not for profit and without shares of stock, but simply to promote interest in, and the wise management of, Kentucky waters, and generally to do the things that are incident and necessary thereto.
- c. **Additional Activities.** To organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary, and educational enterprises, activities, and institutions, as from time to time may be determined, selected, or decided upon by the Corporation's Board of Trustees consistent with the purposes stated above.
- d. **Powers.** In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities, and projects:
 - i. To solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

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ii. To invest and reinvest any such property and the increments in, and of, any such property in such investments as may be deemed advisable from the Corporation's Board of Trustees, including, but not limited to, stocks, bonds, unsecured obligations, undivided interests, leases, commercial paper, governmental instruments, savings and other depository accounts, and other properties;

iii. To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Trustees may from time to time determine;

iv. To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

v. To accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

vi. To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

vii. To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequently amended Federal tax laws);

viii. To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

ix. To do any and all things which the Corporation's Board of Trustees may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of the Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky or section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequently amended Federal tax laws).

3. Private Foundation Restrictions. Notwithstanding any provision heretofore stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Internal Revenue Code of 1986, as amended (or in corresponding provisions of any subsequently amended Federal tax laws), then:

a. Distribute Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended (or by corresponding provisions of any subsequently amended Federal tax laws).

b. No Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined

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in section 4941(d) of the Internal Revenue Code of 1986, as amended (or in corresponding provisions of any subsequently amended Federal tax laws).

- c. **No Excess Business Holdings.** The Corporation shall not purchase or acquire excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended (or in corresponding provisions of any subsequently amended Federal tax laws).
- d. **No Jeopardizing Investments.** The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, as amended (or in corresponding provisions of any subsequently amended Federal tax laws).
- e. **No Taxable Expenditures.** The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended (or in corresponding provisions of any subsequently amended Federal tax laws).

Article IV: Membership

The Corporation shall have members. Classes of membership shall be as set forth in the bylaws of the Corporation.

Article V: Dissolution

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

1. **Payment of Liabilities.** All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;
2. **Return of Assets Held Upon Condition.** Assets held by this Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
3. **Distribution of Assets Held for 501(c)(3) Purposes.** Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, educational, and/or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or under corresponding provisions of any subsequently amended Federal tax laws), or to the Federal government, or to the state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law;
4. **Distribution of Other Assets.** Other assets, if any, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or under corresponding provisions of any subsequently amended Federal tax laws), or to the Federal government, or to a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.
5. **Distribution by Court.** Any assets not disposed of pursuant to the provisions of this Article V shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or under corresponding provisions of any subsequently amended Federal tax laws.

Article VI: Bylaws

Provisions for the regulation of the affairs of the Corporation shall be set forth in the bylaws of

the Corporation as duly adopted or from time to time altered, amended, or
Board of Trustees. The Board of Trustees alone shall have authority to manage the
corporation.

Article VII: Registered Office and Agent

The address of the Corporation's registered office, and of its registered agent,
Edgemoor Dr. Lexington, KY 40503. and the name of its initial registered agent at such address
is Pace Cooke Emmons

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Article X: Limitation of Liability

The private property of the incorporator and the Trustees shall not be subject to any of the
Corporation's debts and liabilities.

Article XI: Indemnification

Indemnification of Trustees, officers, employees, and agents of the Corporation may be as
provided for in the by laws provided, however, such indemnification is not otherwise in conflict
with the provisions of Article III of these Articles4 of Incorporation.

This filing will be effective on **Friday, April 18, 2025.**

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

Signature of individual signing on behalf of **Incorporator: Pace
Cooke Emmons**

I, **Pace Cooke Emmons**, consent to serve as the Registered
Agent on behalf of this entity on Friday, April 18, 2025.