

**ARTICLES OF INCORPORATION
OF
LOGOS BAPTIST CHURCH, INC.
A Kentucky Non-Stock, Non-Profit Corporation**

These Articles of Incorporation of **LOGOS BAPTIST CHURCH, INC.**, have been duly adopted as required by the Kentucky Nonprofit Corporation Act, KRS Chapter 273 (hereinafter "the Act").

**ARTICLE I
Name of Corporation**

The Name of the Corporation shall be **LOGOS BAPTIST CHURCH, INC.** (hereinafter the "Church").

**ARTICLE II
Principal Place of Business / Registered Agent**

2.1 The principal place of business of the Church is **1018 E New Circle Road Lexington, KY 40505** or such other location in the Commonwealth of Kentucky as its Board of Directors may by resolution designate and file of record with the Office of the Kentucky Secretary of State.

2.2 The name of the Church's initial **Registered Agent** for service of process is **Ernest Wilcher, MDIV**. The street address for the Church's **Initial Registered Office in Kentucky** is **1018 E New Circle Road Lexington, KY 40505**.

**ARTICLE III
Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE IV
Religious and Charitable Purposes and Powers**

4.1 The Church is organized and shall be irrevocable dedicated to and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 ("IRC § 501(c)(3)"), or corresponding section of any future federal tax code, and pursuant the Act, as either may be amended from time to time.

4.2 The Church's religious, charitable and educational purposes are and shall include, without limitation, Christian Worship, Ministry, Evangelism and Discipleship in accordance with Christ's teachings as written in the Book of Matthew at Chapter 22:36-40 and Chapter 28:18-20 and in accordance with the Church's Statement of Faith set forth in its Bylaws. In pursuit of and related to its aforesaid purposes, the Church may elect to time to organize, promote, foster, assist (financially or otherwise) and conduct, on a not-for-profit basis, such religious, charitable or educational or other social welfare enterprises, activities and institutions as may be authorized by the Church's Board of Directors from time to time.

4.3 The Church shall be non-partisan, and shall be non-discriminatory, provided that Church Membership shall be subject to Article V and the Membership criteria stated in the Bylaws.

4.4 In the event and to the extent the Church may, from time to time, solicit sponsorships and give appropriate public recognition to sponsors of its religious, charitable or educational programs or publications to raise funds for its nonprofit activities, such actions shall not be construed as the commercial endorsement by the Church of any sponsor's services or activities.

4.5 Notwithstanding the Section 4.4 above, or any provision in these Articles that may be construed to the contrary:

4.5.1 No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence local, state or federal legislation. The Church shall not use the Church's funds for, nor engage in, partisan political activities or campaigns of candidates for public office, or attempts to influence local, state or federal legislation. As an express exception to the foregoing, the Church may from time to time provide education and non-partisan input to government agencies, legislators or legislative bodies on public policy issues directly related to the religious, charitable or educational purposes of the Church.

4.5.2 The Church shall not carry on any other activities not permitted to be carried on by (i) an organization granted tax-exempt status by the Internal Revenue Service under IRC § 501(c)(3) or corresponding provision of any subsequent federal tax law, as may be amended from time to time, or (ii) any organization to which donors may make tax-deductible contributions pursuant to IRC § 170(c)(2).

4.5.3 No individual shall possess any property right in or to the property or assets of the Church.

4.5.4 No part of the net earnings of the Church shall inure to the benefit or be distributable to its Directors, Officers, employees or agents or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the religious, charitable and educational purposes set forth in this Article III.

ARTICLE V

Members

The Members of the Church shall consist of all persons who have met the requirements for Membership set for in the Church's Bylaws, have been approved by the Church's congregation for Membership, and are listed as Members of the Church in its then current Membership role. Meetings of the Members of the Church shall be held at least annually at the Church's then principal business address or at such other location as may be approved by the Board of Directors, on such date and time, in such manner and for such purposes as provided in the Church Bylaws and the Act.

ARTICLE VI

Board of Directors

6.1 The Church has no affiliation with any other church or religious organization and shall at all times be governed autonomously by its Board of Directors in accordance with the Act, these Articles of Incorporation and the Church Bylaws (as may be amended from time to time), pursuant to which all corporate powers granted to non-stock, nonprofit corporations as set forth in

KRS § 273.171 shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Church shall be conducted at the direction of the Board of Directors.

6.2 The Board of Directors shall consist of such number of individuals as required by the Church Bylaws; provided however, that the Board of Directors shall at no time consist of less than three (3) individuals. The Members of the initial Board of Directors and their mailing addresses are set forth below:

Ernest Wilcher- MDIV, Senior Pastor	517 Tincher Drive, Versailles, KY 40383
Jim Peck- Co-Pastor	2425 Windwood Court, Lexington, KY 40509
Blanche Peck	2425 Windwood Court, Lexington, KY 40509
Robyn Wilcher	517 Tincher Drive, Versailles, KY 40383

6.3 Each Director of the Church shall be a Member of the Church and shall be elected to the Board of Directors by the Members of the Church and shall serve in such capacity and exercise the powers granted to the Church in these Articles in such manner and for such periods of time as provided in the Church Bylaws. The Senior Pastor and Co-Pastor of the Church shall serve as Directors *ex officio*.

6.4 A majority of the individual Directors then serving on the Church's Board of Directors and present at any meeting of the Board shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors unless the act of a greater number of Directors is required by these Articles, the Church Bylaws, or otherwise by KRS §§ 273.161 to 273.390. The presence of a quorum shall be verified by minutes of the meeting. In the event a quorum of Directors is not present at said meeting, a majority of the Directors present at the meeting may adjourn the meeting from time to time without further notice.

6.5 The Board of Directors shall appoint Officers of the Church pursuant to the Church Bylaws. Officers shall include the Senior Pastor of the Church who shall serve as President of the Church, and one or more Members as Church Secretary and Treasurer. Such Officers shall act at the direction of the Board of Directors and shall have the duties and authority set forth in the Bylaws.

ARTICLE VII

Director and Officer Liability and Indemnification

7.1 To the fullest extent permitted by and in accordance with Kentucky law, no Director or Officer of this Church shall be held personally liable for any debt or obligation of the Church solely because of their position as a Director or Officer.

7.2 To the fullest extent permitted by and in accordance with Kentucky law, no Director (including any real or personal property of the Director) of this Church shall be personally liable to the Church for monetary damages for breach of his/her duties as a Director; provided however that the foregoing shall not be construed to limit or eliminate a Director's liability to the Church for:

7.2.1 Any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Church;

7.2.2 Any 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

7.2.3 Any transaction from which the Director derived an improper personal benefit contrary to any Bylaw or approved Policy of the Church regarding conflicts of interest of Directors and Officers.

7.2.4 This section 7.2 of Article VII shall continue in effect with respect to any such breach of fiduciary duties by a Director of the Church notwithstanding that such Director may thereafter cease to serve as a Director, and shall inure to the personal benefit of such Director's heirs, executors and assigns.

7.3 No action taken or omission to act by an Officer of the Church in his/her official capacity shall be the basis for monetary damages or injunctive relief unless:

7.3.1 The Officer has breached or failed to perform his/her duties in compliance with KRS § 273.229; and

7.3.2 In the case of an action for monetary damages, the breach or failure to perform the Officer's duties constitutes willful misconduct or wanton or reckless disregard for human rights, safety or property by such Officer.

7.4 To the fullest extent permitted by and in accordance with Kentucky law and the Church's obligations as a tax-exempt religious and charitable organization under IRC § 501(a) and (c)(3):

7.4.1 The Church shall indemnify the Directors, Officers, employees and agents of the Church against the expenses (including, but not limited to reasonable attorney's fees), judgments, taxes, penalties, fines and amounts paid in settlement (collectively a "Liability") incurred by such Director, Officer, employee, or agent in connection with defending any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative or investigative) to which such Director, Officer, employee or agent, is made a party, or is threatened to be made a party, because such Director, Officer, employee or agent

(i) was or is a Director, Officer, employee or agent of the Church, or

(ii) was or is serving at the request of the Church as a member, director, officer, partner, employee or agent of any other domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

7.4.2 The Church shall pay or reimburse expenses (including, but not limited to, reasonable attorney's fees) incurred by a Director, Officer, employee or agent of the Church who is a party to a proceeding in advance of final disposition of such proceeding.

7.5 The Church may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee or agent, insuring against any Liability that may be asserted against or incurred by such individual in his/her capacity as a Director, Officer, employee or agent, whether or not the Church would have the power to indemnify such individual in their official capacity against the same Liability under these Articles.

7.6 Any amendment or modification to this Article by the Board of Directors shall not adversely affect any right or protection of a Director, Officer, employee or agent under this Article with respect to any act, omission or Liability occurring prior to such amendment or modification.

ARTICLE VIII **Dissolution**

In the event of dissolution of the Church, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Church, dispose of all Church assets exclusively for the non-profit religious, charitable and/or educational purposes of the Church in such manner, or to such organizations organized and operated exclusively for religious, charitable or educational purposes, as shall at the time qualify as a tax-exempt organization under IRC § 501(c)(3), or any corresponding provision of any future federal tax laws as the Board of Directors shall determine, or to the federal, or a state or local government for a public purpose, and no property or funds of the Church may be distributed to any private person.

ARTICLE X **Amendments**

Amendments to these Articles shall be made pursuant to the provisions of KRS Chapter 273.

IN WITNESS WHEREOF, we declare under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing is true and correct.

LOGOS BAPTIST CHURCH, INC.

/s/ Robyn Wilcher
ROBYN WILCHER, INCORPORATOR
517 Tincher Drive, Versailles, KY 40383

DATE: 7/14/21, 2021

I, ERNEST WILCHER, MDIV, consent to serve as the Registered Agent on behalf of **LOGOS BAPTIST CHURCH, INC.**

/s/ Ernest Wilcher MDIV
ERNEST WILCHER, MDIV, SR. PASTOR
REGISTERED AGENT
517 Tincher Drive, Versailles, KY 40383

DATE: 07/14/, 2021