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Michael G. Adams
Kentucky Secretary of State
Received and Filed:
9/13/2023 10:19 AM
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION
OF
BELL COUNTY REAL PROPERTIES, INC.**

The undersigned, acting as incorporator of a non-stock, non-profit corporation under Kentucky Revised Statutes Chapter 273, as amended, for the purpose of forming such a corporation, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the non-stock, non-profit corporation is Bell County Real Properties, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSES AND POWERS**

Any provision of these Articles or the Bylaws to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, or engage in any activity which in any way contravenes or is in conflict with the provisions of Section 1 of this Article III.

Section 1. The Corporation is organized and shall be operated exclusively for one or more of the purposes identified within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and the regulations promulgated thereunder, as said Code and regulations now in existence or as they may hereinafter be amended, such as (i) operating exclusively for the benefit of, perform the functions of, or carry out the purposes of the Bell County Fiscal Court ("BCFC"), including but not limited to, assisting and supporting BCFC in the acquisition, construction, and financing of publicly supported projects and (ii) promoting and advancing such other purposes by any activity in which a corporation under the Kentucky Nonprofit Corporation Act (the "Act") may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Code Section 501(c)(3). Notwithstanding anything to the contrary, the Corporation shall not accept gifts from a person (other than IRC 509(a)(1), (2), or (4) organizations) that directly or indirectly controls (alone, or together with family members and 35 percent controlled organizations) the governing body of BCFC or are controlled directly or indirectly by disqualified persons.

Section 2. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the provisions of KRS 273.171 of the Act, as said Act now in existence or as it may hereinafter be amended, so long as they are consistent with the requirements of Code Section 501(c)(3), including, but without limitation thereon, to (i) contract

and be contracted with, (ii) acquire, hold, own and use real and/or personal property by purchase, lease or gift with the power to deal with such property in any manner consistent with said purposes of the Corporation specifically including the power to sell, mortgage, lease or otherwise encumber the same, and (iii) borrow money, incur indebtedness and to issue its bonds, notes or other obligations for the acquisition and financing of publicly supported projects in concert with BCFC, all in a manner that will permit the Corporation to act exclusively in furtherance of its exempt purposes within the meaning of Code Section 501(c)(3).

It is intended that the Corporation shall have the status of a corporation which is exempt from federal taxation under Section 501(c)(3) of the Code as an organization described in Section 501(c)(3) and Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE IV **DISSOLUTION**

The Board of Directors may authorize the dissolution of the Corporation by the majority approval or consent of the Board of Directors in accordance with Section 4.7 of the Bylaws of the Corporation. In the event of a dissolution and liquidation, the assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

Section 1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;

Section 2. Assets held by the Corporation under 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;

Section 3. All other assets which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to BCFC, if that organization at the time of transfer or conveyance is described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) and in Section 501(c)(3) of the Code, or in corresponding provisions of any subsequent federal tax laws or, if that organization is not (a) in existence, or (b) so described, then to any other charitable organization designated by the Board of Directors, so long as said charitable organization qualifies under the above described sections of the Code, or as later amended, and uses such assets for its exempt purpose, within the meaning of Section 501(c)(3) of the Code. In selecting such organizations to which to distribute the Corporation's assets, the Board of Directors shall give first priority to any successor organization of the Corporation; and second, to any other organizations or governmental entity with the same or substantially similar purpose to the Corporation. 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 then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively under Section 501(c)(3) of the Code.

ARTICLE V
BYLAWS

Bylaws of the Corporation, as duly adopted or from time to time altered, amended, or repealed by the Board of Directors, shall set forth provisions for the regulation of the internal affairs of the Corporation, including, but not limited to: (i) the composition of and the manner for election and removal of the members of the Board of Directors; (ii) the composition and powers of the Board of Directors; (iii) the designations, qualifications and duties of officers of the Corporation, and the manner of their selection; and (iv) such other matters as may be determined by the Board of Directors.

ARTICLE VI
REGISTERED OFFICE/AGENT

Until otherwise changed, the registered office of the Corporation shall be located at 101 Courthouse Square, Pineville, Kentucky 40977, and the name of its registered agent at such address is Albey Brock.

ARTICLE VII
PRINCIPAL OFFICE

The mailing address of the Corporation's principal office is 50 Flash Drive, Middlesboro, Kentucky 40965.

ARTICLE VIII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be under the supervision, management and control of a Board of Directors, which shall exercise the Corporation's power and authority.

The initial Board of Directors shall consist of three directors. The names and mailing addresses of the persons who are to serve as the initial directors until their successors are selected in accordance with the provisions of the Bylaws of the Corporation

1. Ed Harris, 50 Flash Drive, Middlesboro, Kentucky 40965
2. Rob Lincks, 50 Flash Drive, Middlesboro, Kentucky 40965
3. Hon. Albey Brock, 50 Flash Drive, Middlesboro, Kentucky 40965

ARTICLE IX
DIRECTORS' LIABILITY

No director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of his or her duties as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation; (ii) 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 (iii) for any transaction from which the director derived an improper personal benefit.

If the Act is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without the necessity for further action by the Corporation in respect thereof.

ARTICLE X
INDEMNIFICATION

Indemnification of directors, officers and agents of the Corporation may be as provided for in the Bylaws effective upon filing of this Article with the Secretary of State; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation, and shall not limit liability for (a) any transaction in which a director's personal financial interest is in conflict with the financial interest 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) or for any transaction from which the director derives an improper personal benefit.

ARTICLE XI
MEMBERSHIP

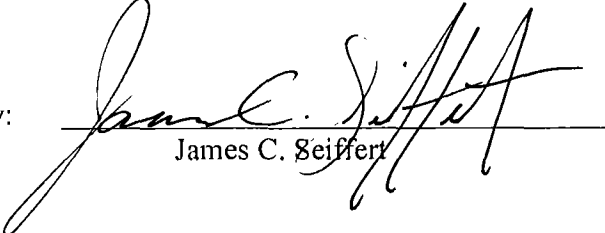
The Corporation shall have no members, nor shall it issue shares of capital stock.

ARTICLE XII
INCORPORATOR

The name and mailing address of the incorporator is James C. Seiffert, Stites & Harbison, PLLC, a Kentucky professional limited liability company, 400 West Market, Suite 1800, Louisville, Kentucky 40202.

DATED: September 12, 2023

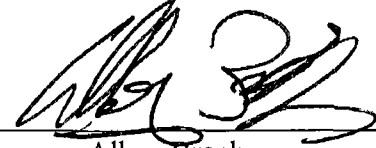
By:


James C. Seiffert

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to serve as the registered agent on of the Corporation.

By:



Albey Brock