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NAC Alison Lundergan Grimes Kentucky Secretary of State

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ARTICLES OF INCORPORATION

<u>OF</u>

LOVE MKY, Inc.

That we, the undersigned, have associated and do hereby associated for the purpose of forming a non-profit corporation, under the laws of the Commonwealth of Kentucky, KRS 273.161, et seq., in accordance with the following provisions.

Article I. Name

The name of the corporation is LOVE MKY, Inc.

Article II. Duration

The duration of the corporation shall be perpetual.

Article III. Purposes and Powers

- A. The corporation is organized and operated for religious, educational, and charitable purposes, as further enumerated in the By-Laws.
- B. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.
- C. The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends and no part of its net earnings, if any, shall inure to the benefit of any member or director. The balance, if any, of all money received by the corporation from its operations after the payment in full of all debts and obligations of the corporation, of whatsoever kind and nature, shall be used and distributed exclusively for religious, educational, and charitable purposes.

Article IV. Directors

The corporation shall consist of its membership and be directed by its Board of Directors and officers. The Board of Directors and officers shall be selected in the manner prescribed by the Constitution and By-Laws that govern its operation. The Board of Directors and officers shall serve until replaced by property action of the membership at which time the successors shall automatically take office.

The officers presently serving are as follows:

Names Schuyler Vowell	Office President	Address 160 State Route 1710 Mayfield, KY 42066
McCall Key	Vice President	1209 Crestwood Place Murray, KY 42071
William Stuart	Treasurer	1402 Hughes Avenue Murray, KY 42071

Article V. Registered Agent and Registered Office

The name of the registered agent is Schuyler Vowell.

The street address of the registered office of the corporation is 160 State Route 1710, Mayfield, KY 42066.

Article VI. Principal Office

The mailing address of the principal office of the corporation is 1402 Hughes Avenue, Murray, KY 42071.

Article VII. Members

The corporation shall have members as provided by the By-Laws hereafter duly adopted by the directors.

Article VIII. Officers

The bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

Article IX. Bylaws

The Bylaws of the corporation shall be adopted and may be amended, restated, or repealed by the board of directors.

Article X. Indemnification

Each person who is or was a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable costs or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; 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 adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by laws. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending threatened or pending actions, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an

undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the corporation to be paid also the expense of prosecuting such claim. 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, vote of members or board of directors, or otherwise. If this Article or any portion hereof 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 that shall not have been invalidated or by any other applicable law.

Article XI. Limitation of Director Liability

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

A. For any transaction in which the director's personal financial interest is in conflict 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.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this

provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article XII. Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Notary Public

My Commission Expires: 5-29-20

Prepared by:

Richie W. Kemp

KEMP & WRIGHT, PLLC

117 West Broadway

P.O. Box 454

Mayfield, KY 42066

(270)247-7111

(877)247-3561 fax

richie@kempwright.com

CONSENT TO SERVE AS REGISTERED AGENT

I, Schuyler Vowell, do hereby con	sent to serve as the Regist	tered Agent for LOVE
Murray Campus Ministry, a Kentucky nor	n-profit corporation, whos	e principal office address is,
1413 Olive Blvd., Murray, KY 42	071.	
My address as registered agent is 1	60 State Route 1710, Ma	yfield, KY 42066.
This consent shall continue in effe	ct until withdrawn in writ	ing.
This the 19 day of Oct	, 2016.	
	Schurter Vowell, Reg	stered Agent
COMMONWEALTH OF KENTUCKY COUNTY OF GRAVES		
Subscribed, sworn to, and acknow.	ledged before me by Schu	yler Vowell, this <u>19</u> day of
	Notary Public	4
	My Commission Evnir	es. 5.74-21

Prepared by:

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