

0237869.09 mmoore
NARI
Michael G. Adams
Kentucky Secretary of State
Received and Filed:
2/8/2024 10:07 AM
Fee Receipt: \$8.00

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUMMERSVILLE VOLUNTARY FIRE DEPARTMENT, INC.

Pursuant to the provisions of KRS 273.267, the undersigned, as a duly authorized officer of Summersville Voluntary Fire Department, Inc., a Kentucky non-profit corporation (“Corporation”), desires to amend and restate the Articles of Incorporation of the Corporation (“Articles”), does hereby state the following:

1. The name of the Corporation is Summersville Voluntary Fire Department, Inc.
2. These amended and restated articles are hereby adopted by a unanimous vote of the Board of Directors of the Corporation at a meeting held on February 6, 2024; the undersigned was authorized to file these amended and restated articles on behalf of the Corporation.
3. No members were entitled to vote thereon.
4. The Corporation’s Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name of Corporation

The name of the Corporation is Summersville Volunteer Fire Department, Inc.

ARTICLE II

Purposes and Powers

(1) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation 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 other provisions of ARTICLE II of these Articles of Incorporation.

(2) The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”) (references herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws), in such manner

(i) that 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 as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(b) As particular purposes in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section (2)(a) of this ARTICLE II to provide the Summersville section of Green County, Kentucky with local fire protection and any other relevant or pertinent actions thereto.

(c) 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;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental installments, savings and other depository accounts and other securities and 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 Directors 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 individual, firm, corporation or other entity 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 non-stock 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 Code;

(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 Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for 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 Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(3) of the Code.

(3) Notwithstanding any other provision of these Articles of Incorporation, if, at any time, the Corporation shall be determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) 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 Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE III

Duration

The Corporation shall have perpetual duration.

ARTICLE IV

Members

The Corporation shall have members which consist of those individuals who have provided an annual membership fee in such amount as may be determined by the Board of Directors from time to time.

ARTICLE V

Board of Directors

(1) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

(2) The Board of Directors shall consist of such number of individuals as may be fixed in the Bylaws; provided, however, that the Board of Directors shall not consist of fewer than three individuals.

(3) A director may be removed as provided in the Bylaws

(4) Notwithstanding any other provisions hereof, the Corporation shall not be controlled, directly or indirectly, by one or more disqualified persons (as defined in section 4946 of the Code) except as may be permissible under section 509(a)(3)(C) of the Code, and any election of a director which would otherwise cause a violation of the foregoing limitation shall be null and void ab initio.

ARTICLE VI

Board of Directors

The number of directors constituting the current Board of Directors is twelve, and the name and mailing address of each person who is serving as directors are as follows, each person to serve until the next annual meeting of the Board of Directors and until such person's successor in office is elected and shall qualify:

<u>NAME</u>	<u>ADDRESS</u>
David Milby	379 V.D. Milby Road, Greensburg, Kentucky 42743
Steve Lewis	234 Policeman Way, Greensburg, Kentucky 42743
Gerald Ford	6475 Hodgenville Road, Greensburg, Kentucky 42743
Luther Dial	5299 Hudgins Hwy., Summersville, Kentucky 42782

David Patterson	441 Montgomery Mill Road Greensburg, Kentucky 42743
Thomas Noe	9004 Hodgenville Road Summersville, Kentucky 42782
Matt Goodin	3340 Gabe Road Greensburg, Kentucky 42743
Heather Moss	750 Henry Ford Road Greensburg, Kentucky 42743
Robert Smith	3340 Pioneer Trail Shepherdsville, Kentucky 40165
Michael Adkins	198 William E. Lobb Drive Greensburg, Kentucky 42743
Josh Corbin	2405 Hodgenville Road Greensburg, Kentucky 42743
Drew Wilson	137 Summersville Road Greensburg, Kentucky 42743

ARTICLE VII

Registered Office: Registered Agent

The street address of the initial registered office of the Corporation is 6054 Hodgenville Road, Greensburg, Green County, Kentucky 42743, and the name of its initial registered agent at such office is Thomas L. Noe.

ARTICLE VIII

Principal Office

The mailing address of the principal office of the Corporation is P.O. Box 35, Summersville, Green County, Kentucky 42782.

ARTICLE IX

Distribution of Assets Upon Dissolution

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

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor.

(b) Assets that have been received and are held by the Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501(c)(3) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(c) Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501 (c)(3) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(d) Any assets not disposed of pursuant to the previous provisions of this ARTICLE IX 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 Code.

ARTICLE X

Incorporator

The initial incorporators of the Corporation were J.T. Stearman, Jerry W. Noe, Robin Price, Lou Marr, and David T. Hodges.

ARTICLE XI

Indemnification of Directors and Officers

(1) To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall indemnify each director and officer of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such director or officer in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including, but not limited to, service with respect to benefits plans. A director or officer of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such director or officer to the Corporation also impose duties on, or otherwise involve services by, such director or officer to the plan or to participants in or

beneficiaries of the plan.

(2) To the full extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a director or officer of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

(3) The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE XI shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, not be deemed exclusive of other rights, if any, to which such director or officer of the Corporation seeking such indemnification or advancement may be entitled under the Bylaws or any agreement, action of disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(4) Any repeal or modification of this ARTICLE XI shall not adversely affect any right or protection of a director or officer of the Corporation under this ARTICLE XI with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XII

Elimination of Certain Liability of Directors

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law or (iii) for any transaction from which such director derived an improper personal benefit. This ARTICLE XII shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

ARTICLE XIII

Private Property of Incorporator; Member and Directors

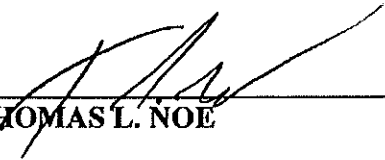
None of the private property of the incorporator, any director of the Corporation or any Member shall be subject to any of the Corporation's debts and liabilities.

ARTICLE XIV

Severability of Provisions

Except as may conflict with the provisions of ARTICLE II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

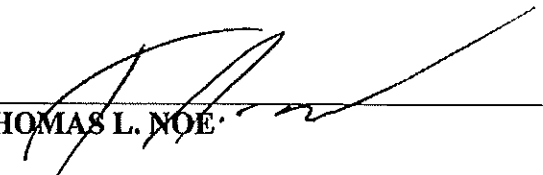
IN TESTIMONY WHEREOF, witness the signature of the undersigned on this 7TH day of FEBRUARY, 2024.



THOMAS L. NOE

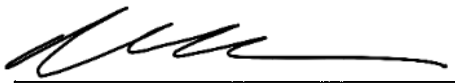
CONSENT OF REGISTERED AGENT

The undersigned, having been named in these Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.



THOMAS L. NOE

This instrument was prepared by:



R. Adam Stearman
STEARMAN BAKER PLLC
101 N. Public Square
Greensburg, Kentucky 42743
(270) 932-2422