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Kentucky Secretary of State
Received and Filed:
3/6/2024 12:40 PM
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION
OF
AVERY FARMER FOUNDATION INC. ("AFF")**

The undersigned hereby incorporates a nonprofit corporation ("Corporation"), without capital stock or stockholders, under the provisions of KRS 273.161 *et seq.*, and for that purpose adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is "AVERY FARMER FOUNDATION INC." Also known by the initials "AFF".

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 is 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 a 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 a particular purpose in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section (7)(a) of this ARTICLE II:

(i) To honor the life and memory of Avery Farmer and Our mission is to create a movement of "Love Big" throughout our communities. The message of "Love Big" is

a call to action for students and communities to come together and provide love and support to people of all backgrounds and walks of life; and

(ii) To organize, promote, foster, assist (whether financially or otherwise) and conduct such charitable, scientific, and educational enterprises, activities and institutions, as from time may be determined, selected or decided upon by the Corporation's Board of Directors ("Board") consistent with the purposes stated above.

(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 Board including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, 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 Board 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 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 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 limited 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 Board 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

There shall be no members of the Corporation.

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 the Board of Directors.
- (2) The Board shall consist of such number of individuals as may be fixed in the Bylaws of the Corporation ("Bylaws"); provided, however, that the Board shall not consist of fewer than three (3) individuals.
- (3) A director may be removed as provided in the Bylaws.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board is eleven (11), and the name and mailing address of each person who is to serve as an initial director are as follows, each person to serve until the first annual meeting of the Board and until such director's successor in office is elected and shall qualify:

<u>NAME</u>	<u>ADDRESS</u>
Melissa Farmer President	312 Birdie Court Simpsonville, Kentucky 40067
Matt Farmer Vice-President	312 Birdie Court Simpsonville, Kentucky 40067
Beth Hill Secretary	1001 Champions Circle Simpsonville, Kentucky 40067
Stephanie Land Treasurer	137 Lincoln Station Dr. Simpsonville, Kentucky 40067
Kimberly Powell	415 Truax Lane Shelbyville, KY 40065

Shawn Raley	6709 Cassidy Circle Louisville, KY 40229
Louise Riley	248 Flood Road Shelbyville, KY 40065
Sharon Purdom	1759 Charleston Way Shelbyville, KY 40065
William Watts	202 Hunters Pointe Place Simpsonville, KY 40067
Kristen Florko	4236 Bobwhite Drive Batavia, OH 45103
Andy Potter	350 Links Drive Simpsonville, KY 40067

ARTICLE VII

REGISTERED OFFICE; REGISTERED AGENT(S)

The street address of the initial registered office of the Corporation is 312 Birdie Court, Simpsonville, Kentucky 40067, and the name of its initial registered agent(s) as such office is Melissa Farmer.

ARTICLE VIII

PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is 312 Birdie Court, Simpsonville, Kentucky 40067.

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

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

ARTICLE XI

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 XI 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 XII

INCORPORATORS

Melissa and Matt Farmer, whose mailing address is 312 Birdie Court, Simpsonville, Kentucky 40067 are the sole incorporators of the Corporation.

ARTICLE XIII

PRIVATE PROPERTY OF INCORPORATOR AND DIRECTORS

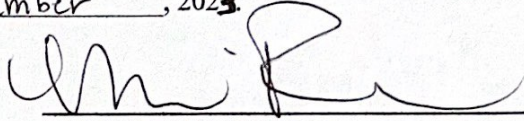
Name of the private property of the incorporator or any director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

ARTICLE XIV

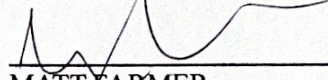
SEVERABILITY OF PROVISIONS

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 signatures of the undersigned incorporators of the Corporation this 9th day of November, 2023.




MELISSA FARMER



MATT FARMER

CONSENT OF REGISTERED AGENT

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



MELISSA FARMER