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Alison Lundergan Grimes
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**ARTICLES OF INCORPORATION
OF
PROTESTANT CHURCH INTERNATIONAL, INC.
A KENTUCKY NON-STOCK, NON-PROFIT CORPORATION**

Pursuant to KRS 14A and KRS 273 of the Kentucky Revised Statutes, the undersigned does hereby certify as follows:

**ARTICLE I
NAME**

1.1 The name of the corporation is Protestant Church International, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE, REGISTERED AGENT, REGISTERED OFFICE, INCORPORATOR**

2.1 The principal office of the Corporation shall be 2707 Pine Grove Road, Paris, Kentucky 40361.

2.2 The name and address of the Corporation's registered agent and registered office is Dinsmore Agent Co., 100 West Main Street, Suite 900, Lexington, Kentucky 40507.

2.3 The name and address of the Incorporator is Keith Menes, 2707 Pine Grove Road, Paris, Kentucky 40361.

**ARTICLE III
PURPOSES AND POWERS**

3.1 This Corporation shall be a nonprofit corporation formed exclusively for purposes for which a corporation may be formed under the Kentucky Non-Profit Corporation Act and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations or the corresponding provision of any applicable future United States Internal Revenue Law or regulations (the "Code") and not for pecuniary profit or financial gain, including:

- (1) For the operation of a church.
- (2) To receive, hold, invest and administer property and to make contributions to other charitable organizations consistent with Section 501(c)(3) of the Code, and to promote charitable endeavors consistent with the Kentucky Non-Profit Corporation Act, as amended, these Articles and the Bylaws of the Corporation.

(3) To fund religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code.

(4) Without in any way limiting the foregoing, to qualify as an organization exempt from Federal income taxation under section 501(c)(3) of the Code, and for any and all other lawful purpose or purposes for which a corporation may be organized under the Kentucky Non-Profit Corporation Act, as amended, so long as such powers and purposes are permitted within the meaning of Section 501(c)(3) of the Code; to accept, hold, administer, invest and disburse funds and properties of any kind or character as may be given to it; and to do all things that may appear necessary and useful in accomplishing these objectives; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

The specific purposes for which the Corporation is formed are to (i) live as a body of believers whose love for Jesus Christ leads to the proclamation of the everlasting gospel that all may come to know Him and bear honest witness of His Testimony, (ii) reach with compassion to all peoples, discipling them and equipping them to finish the commissioned work that there may be among us those who will endure to see the full manifest of our faith and the Blessed Hope, Christ Jesus our Lord, and (iii) uphold, to the best of its abilities, the spirit of true Protestantism. The Corporation may also make distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and conduct activities consistent with such purposes and the nonprofit corporation laws of the Commonwealth of Kentucky and Section 501(c)(3) of the Code.

3.2 The Corporation shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.1 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

3.3 If at any time the Corporation shall be a private foundation within the meaning of Section 509 of the Code:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Code.

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

(3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

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

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

3.4 In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations under the Kentucky Non-Profit Corporation Act; provided, however, that the corporation shall not have or exercise any power prohibited by this Article III.

ARTICLE IV MEMBERS; BOARD OF DIRECTORS

4.1 The Corporation shall have no members/shareholders.

4.2 The Board of Directors shall consist of three (3) voting members. The names and mailing addresses of the persons who are to serve as the initial Board of Directors are as follows:

Sharon Menes
2707 Pine Grove Road
Paris, Kentucky 40361

Keith Menes
2707 Pine Grove Road
Paris, Kentucky 40361

Sean Worix
2044 Coal City Road
Coal City, West Virginia 25823

4.3 The affairs of the Corporation shall be conducted by its directors; however, the directors may elect an Executive Director and appoint subcommittees pursuant to the Bylaws to conduct day-to-day business in accordance with its Bylaws.

4.4 The directors may make and adopt Bylaws not inconsistent with the provisions of these Amended Articles of Incorporation and the laws of the Commonwealth of Kentucky. Adoption of the Bylaws shall be effective upon the affirmative vote of eighty percent (80%) of the directors of the Corporation at a meeting duly called for that purpose, and subsequent

amendments thereof shall be effective in accordance with the provisions set forth in such Bylaws.

ARTICLE V DISSOLUTION

No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution, the Board of Directors (after paying or making provision for the payment of all liabilities of the Corporation) shall distribute all remaining assets of the Corporation to one or more qualifying charities upon the affirmative vote of the majority of the directors. Any funds so given must be used for a public purpose within the meaning of Section 501(c)(3) of the Code. Such assets shall go to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION

6.1 No director, officer, or employee of the Corporation shall be personally liable as such on its obligations or to the Corporation for monetary damages for breach of his/her duties as a director except for liability for (a) any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation, (b) 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) any transaction from which the director derives an improper personal benefit. If the Kentucky Revised Statutes are subsequently amended 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.

6.2 Each person who is or was a member, director, trustee, officer, or employee 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, officer, or employee 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 cost 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, the commission of a crime, a breach of fiduciary duty to the corporation, wanton or willful misconduct, or if such indemnification would be prohibited by law. 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 any threatened or pending action, 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 within 90 days after a written claim has been received by the Corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. 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 thereof 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 VII AMENDMENT

7.1 These Articles may be amended in accordance with the provisions of the laws of the Commonwealth of Kentucky.

ARTICLE VIII
BYLAWS

8.1 The Bylaws of the Corporation shall regulate the internal affairs of the Corporation except as otherwise set forth herein.

These Articles of Incorporation are executed by the Incorporator on
11/24, 2019.



Keith Menes, Incorporator

The undersigned, as the registered agent in the foregoing Articles of Incorporation, hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated in accordance with the Kentucky KRS 14A and KRS 273.

Dinsmore Agent Co.

By: 

Robert W. Fleming, Authorized Representative

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