

1396271.09 mmoore
NAOI
Michael G. Adams
Kentucky Secretary of State
Received and Filed:
9/19/2024 11:18 AM
Fee Receipt: \$8.00



ARTICLES OF INCORPORATION
OF
THE DREAM FACTORY OF SOUTHERN ILLINOIS, INC.

1. Name. The Corporation's name shall be The Dream Factory of Southern Illinois, Inc.
2. Duration. The Corporation's duration shall be perpetual.
3. Purposes. The Corporations purposes shall be:
 - a. To use all contributions, and the income therefrom, exclusively for maintenance and administrations costs and to pay the expense of fulfilling the wishes of critically and chronically ill children under the age of eighteen, chosen from time to time by the directors or by a screening committee or committees elected by the directors, provided that no such child shall be a child of any director or kin to any director in any degree closer than second cousin, and provided further that any such child or children chosen shall be at the time of such choosing terminally or seriously ill.
 - b. To solicit and receive contributions from public and private sources.
 - c. To exercise in furtherance of its purposes all powers possessed by corporations formed under the Kentucky Nonprofit Corporation Act (or under any successor codification of the laws governing Kentucky nonprofit corporations) that are not inconsistent with the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or under any corresponding provision of any successor codification (a "Successor Code") of the federal tax laws) as a corporation organized and operated exclusively for charitable purposes.

4. Internal Affairs. The following provisions shall regulate the internal affairs of the Corporation:
- a. The Corporation's stated purposes shall be construed and its operations shall be conducted so as to qualify the Corporation under Section 501(c)(3) of the Code (or under any corresponding provision of any Successor Code) as a corporation organized and operated exclusively for charitable purposes.
 - b. No part of the Corporation's net earnings shall inure to the benefit of any private shareholder or individual.
 - c. Any or all of the Corporation's directors may be removed from office by a majority vote of the members of the Corporation or by a majority vote of the directors of the Corporation then in office whenever in those members' or directors' judgment the best interests of the Corporation will be served thereby.
 - d. No substantial part of the Corporation's activities shall consist of the carrying on or propaganda or otherwise attempting to influence legislation.
 - e. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 - f. 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 or by any corresponding provision of any Successor Code.
 - g. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or in any corresponding provision of any Successor Code.
 - h. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or in any corresponding provision of any Successor Code.
 - i. The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code or under any corresponding provision of any Successor Code.
 - j. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code or in any corresponding provision of any Successor Code.
 - k. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or of any

corresponding provision of any Successor Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

5. Registered Office. The street address of the Corporation's registered office shall be 7400 New LaGrange Rd., Suite 310, Louisville, KY 40222. The name of the Corporation's initial registered agent at that address shall be Tommie Kendall.
6. Principal Office. The mailing address of the Corporation's principal office shall be 7400 New LaGrange Rd., Suite 310, Louisville, KY 40222.
7. Initial Directors. The number of directors constituting the Corporation's initial board of directors shall be four (4), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Tim Bach	4514 Stonington Ct. Columbia, MO 65203
William O'Bryan	11517 Expedition Trl Louisville, KY 40291
Laura Walitsky	17 Bromley Road, Pittsford, NY 14534
Tommie Kendall	7400 New LaGrange Rd., Suite 310, Louisville, KY 40222

8. Members. The Dream Factory, Inc. shall be the sole initial member of the Corporation. Additional members shall be elected at any meeting of members upon the vote of not less than two-thirds of the existing members. Membership in the Corporation shall not be assignable by any member, nor shall membership in the Corporation pass to any personal representative, heir, or legatee. A member's membership in the Corporation shall cease upon:
 - a. that member's death or resignation; or
 - b. the adoption at any meeting of members of a resolution canceling that member's membership, as long as not less than ten days' notice of the intent to present the resolution to the meeting for action has first been given to all of the existing members either personally or by mailing to the last address of each member appearing in the records of the Corporation and as long as the resolution receives the affirmative vote of at least two-thirds of the existing members.

9. By-Laws. After the board of directors adopts the Corporation's initial by-laws, the by-laws shall be altered, amended or repealed only in the following manner:
- a. The board of directors shall adopt a resolution approving the proposed alteration, amendment, or repeal and directing that it be submitted to a vote at a meeting of the Corporation's members.
 - b. Written notice setting forth the proposed alteration, amendment or repeal or a summary of the changes to be effected thereby shall be given to each member entitled to vote at the meeting within the time and in the manner provided in the by-laws (as theretofore adopted and amended).
 - c. The proposed alteration, amendment or repeal shall be adopted upon receiving at least a majority of the votes that members present at the meeting or represented by proxy are entitled to cast.
10. Limitation of Director Liability.
- 10.1 Except as otherwise provided by Article 10.2 below, no director of the Corporation shall be personally liable for monetary damages for breach of his duties as a director.
- 10.2 Nothing in the preceding Article 10.1 shall eliminate or limit the liability of a director 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 derived an improper personal benefit.
11. Incorporator. The incorporator's name and address are: Tommie Kendall, National Director/CEO, The Dream Factory, Inc. 7400 New LaGrange Rd., Suite 310, Louisville, KY 40222

IN TESTIMONY WHEREOF, the said incorporator does subscribe his name and acknowledge this to be his act and deed this 18th day of September, 2020

Tommie Kendall

Tommie Kendall

STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

On the 18th day of September, 2024, personally appeared before me, Tommie Kendall, incorporator herein, and produced to me, in my office and in such state and county, the within Articles of Incorporation of The Dream Factory of Southern Illinois, Inc. and acknowledged same to be her act and deed for the uses and purposes therein mentioned.

My commission expires: 9-7-2027

Eileen M Wilson

Notary Public # KYNP 79077
State at Large, Kentucky



