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Michael G. Adams
Kentucky Secretary of State
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FIRST PRESBYTERIAN CHURCH OF PADUCAH, IN**

Pursuant to the provisions of KRS 273.267 and 273.273, the undersigned corporation hereby executes these Amended and Restated Articles of Incorporation.

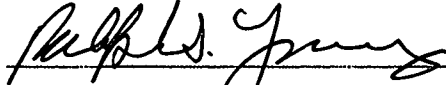
- FIRST:** The name of the corporation is First Presbyterian Church of Paducah, Inc. (the "Corporation").
- SECOND:** The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as set forth in the attachment hereto and incorporated herein by reference.
- THIRD:** The Corporation currently has such voting members as are set out in its Bylaws. At its meeting held on June 20, 2023, the Board of Directors adopted a resolution setting forth the proposed Amended and Restated Articles of Incorporation and directing that such Articles be submitted to a vote of the membership.
- FOURTH:** At a meeting held on August 20, 2023, the members of the Corporation entitled to vote thereon approved, after having received proper notice thereof consistent with the requirements of KRS 273.263 and KRS 273.273, the attached Amended and Restated Articles of Incorporation, with such approval by at least two-thirds of the votes that members present at such meeting were entitled to cast.
- FIFTH:** All Articles, namely, Articles One through Ten of the Amended and Restated Articles of Incorporation of the Corporation have been amended and restated to read in their entirety as set forth in the attached document.
- SIXTH:** These Amended and Restated Articles of Incorporation of the Corporation (i) correctly set forth the provisions of the Articles of Incorporation as heretofore and herein amended; (ii) have been duly adopted as required by law; and (iii) supersede the original Articles of Incorporation of the Corporation and all amendments thereto.
- SEVENTH:** These Amended and Restated Articles of Incorporation of the Corporation shall become effective when filed.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

Executed by the undersigned on behalf of the Corporation this 24 day of August, 2023.

FIRST PRESBYTERIAN CHURCH OF PADUCAH, INC.

By:



Title:

CLERK OF SESSION

This instrument prepared by:



Theodore T. Myre, Jr.

WYATT, TARRANT & COMBS, LLP
400 West Market Street, Suite 2000
Louisville, Kentucky 40202

ARTICLE I

Name

The name of the corporation is the First Presbyterian Church of Paducah, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, are as follows:

(a) The Corporation is irrevocably dedicated to and is organized and operated exclusively for religious and related charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). The Corporation shall receive contributions and fees, and shall distribute its funds for religious and related charitable purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts (the "Act"), KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (a), (b), (c) and, if applicable, (d) of this Article II.

(b) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation and the Corporation is not empowered to participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(c) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) Any other provision of these Articles to the contrary notwithstanding, this Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

(e) The primary charitable purpose of the Corporation is to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community and to know Him and make Him known. In furtherance thereof, the Corporation shall own and operate a Presbyterian church in Paducah, Kentucky, and conduct activities consistent therewith.

ARTICLE III

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members.

ARTICLE IV

Duration

The Corporation shall have perpetual existence.

ARTICLE V

Members

The Corporation has such members with such voting rights as are set out in its Bylaws.

ARTICLE VI

Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any organization in which any of its Directors is an owner, Director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

ARTICLE VII

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after payment or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to such organization(s) as shall at the

time qualify as exempt under Code Sections 501(c)(3) and have purposes similar or complementary to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of McCracken County, Kentucky, as described in this Article VII.

ARTICLE VIII

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for 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 IX

Amendment of Articles

These Articles may be amended as provided in the Corporation's Bylaws.