

ARTICLES OF INCORPORATION**KIWANIS CLUB OF METROBON, LOUISVILLE CHARITABLE FO**

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
3/16/2012 1:13 PM
Fee Receipt: \$8.00

FIRST: That the name of said corporation shall be Kiwanis Club of Metrobon, Louisville Charitable Foundation, Inc., 7410 New LaGrange RD, Suite 205, Louisville, KY 40222.

SECOND: The principal office of the corporation for the transaction of business is to be located within the County of Jefferson, Commonwealth of Kentucky and its Registered Agent is Brian Taylor.

THIRD: The Corporation shall have perpetual existence.

FOURTH: (a) The purposes for which said corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501 (c)(3) of the Internal Revenue Code and the Regulations there under.

(b) The specific purposes are those as determined and approved by the Kiwanis Club of Metrobon, Louisville Charitable Foundation Board of Directors

FIFTH: This Corporation is organized pursuant to the General Non-Profit Corporation Law of the Commonwealth of Kentucky.

SIXTH: The number of officers and directors of this corporation shall be eleven (11).

SEVENTH: The names and addresses of those chosen to serve as incorporators and directors until the election and qualification of their successors are:

Lisa Cotton, 502 Tellson Ct., Louisville, KY 40245

William Cotton, 502 Tellson Ct, Louisville, KY 40245

Michael Erskine, 3430 Day Spring Ct, Louisville, KY 40213-1061

Ellyn Gates, 112 N Watterson Tr, Middletown, KY 40243

Robert H Gibson, III, 3319 Preston Highway, Louisville, KY 40213

Susan Harmon, 1702 Stevens Ave, Louisville, KY 40205

Rachel Howe, 405 Nickleby Way, Louisville, KY 40245

Keith Kenitzer, 6511 Ridge Cliff Rd., Louisville, KY 40228

Lori Skelton, 630 Martin John Rd, Lanesville, IN 47136

Brian Taylor, 1400 Northwind Rd, Louisville, KY 40207

Steve Wing, 7903 Gainsborough Ct, Louisville, KY 40291

EIGHTH: The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

NINTH: This Corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any members or any other individual.

TENTH: In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

- (1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.
- (2) A corporation, trust, or community chest fund of the foundation:
 - (a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;
 - (b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;
 - (c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
 - (d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition therefore by the Attorney General, or any person concerned in the liquidation.

ELEVENTH: (a) the corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable; (b) the corporation will comply with all such conditions and requirements as Kiwanis International may prescribe; (c) whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and (d) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

IN WITNESS WHEREOF the persons who are to act in the capacity of incorporators and first directors of this corporation have hereunto set their hands this 23rd day of February 2012.



Lisa Cotton



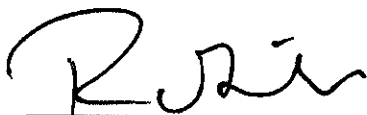
William Cotton



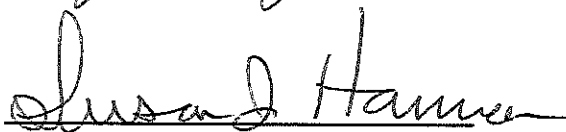
Michael Erskine



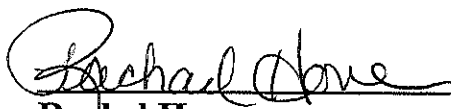
Ellyn Gates



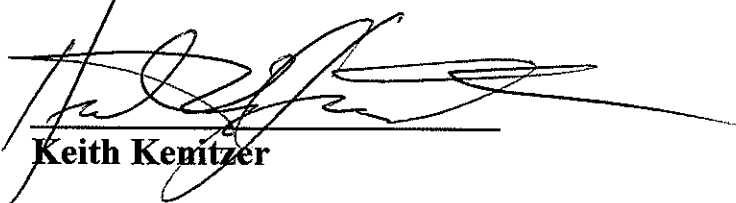
Robert H Gibson, III



Susan Harmon



Rachel Howe



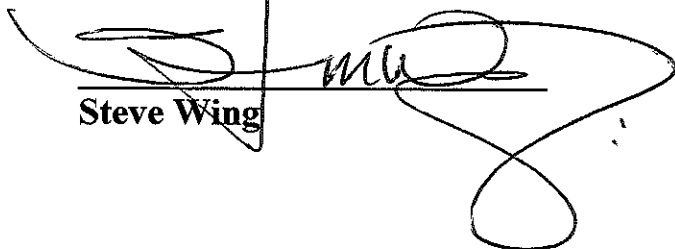
Keith Kenitzer



Lori Skelton



Brian Taylor



Steve Wing

**BYLAWS OF THE KIWANIS CLUB OF METROBON, LOUISVILLE CHARITABLE
FOUNDATION, INC.**

ARTICLE I

MEMBERS

The membership in this foundation shall be limited to, and shall consist of, the active, privileged, and senior members in good standing of the Kiwanis Club of Metrobon, Louisville in the Commonwealth of Kentucky.

ARTICLE II

MEETINGS

Section 1. The annual meeting for the transaction of such business as may be necessary or advisable shall be held on a date selected by the president between October 1 and October 31 of each year. Notice of the time and place for holding such meeting shall be given the members not less than two weeks prior to the holding of such meeting, in such manner as the board of directors may order.

Section 2. Special meetings may be held at any time on the call of the president or by order of the board of directors, or on the written request of four (4) members. Notice of the time, place, and object of such meetings shall be given to the members in such manner as the president or the board of directors may order.

Section 3. A quorum for the holding of any meeting shall be a majority of members, one of which must be an officer.

Section 4. Any meeting may be adjourned from time to time until its business is completed; and the members present at any meeting or any adjourned meeting, if less than a quorum, may adjourn from time to time until a quorum is present.

ARTICLE III

OFFICERS

The officers shall consist of the president, immediate past president, president-elect, secretary, and treasurer of the Kiwanis Club of Metrobon, Louisville.

ARTICLE IV

DUTIES OF OFFICERS

Section 1. The president shall preside over all meetings of this corporation and the board of directors.

Section 2. The president-elect, in the absence of the president, shall preside at all meetings of this corporation and the board of directors. In the absence of the president and the president-elect, the immediate past president shall preside at the meetings of this corporation and the board of directors. The president-elect shall also perform such other duties as usually pertain to those officers or as may be assigned them by the president or the board of directors.

Section 3. The treasurer shall have charge of all funds of this corporation and shall disburse the same under the direction of the board of directors. The treasurer shall sign all checks, drafts, contracts, notes and all instruments in writing for and in behalf of this corporation. The secretary shall keep a record of all meetings of this corporation and the board of directors and shall have custody of all corporate records. In the absence or incapacity of the secretary and/or treasurer, the duties of this office are to be delegated to such officer as shall be so authorized by the board of directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The board of directors shall consist of the officers as defined in Article III, and five (5) directors duly elected by the Kiwanis Club of Metrobon, Louisville.

Section 2. The board of directors shall have full authority to supervise the affairs and conduct the business of this corporation subject only to such restrictions and limitation as may be fixed by law, by these bylaws, or from time to time by vote of the membership.

Section 3. The board of directors shall meet regularly (at least once a quarter) and at the call of the president, or by call of a majority of the board of directors. A quorum of the board of directors shall be a majority.

Section 4. The board may authorize such committees to carry on the functions and to achieve the purposes of the foundation as it may desire, and may provide for their appointment, functions and duties.

ARTICLE VI

ELECTION OF OFFICERS AND DIRECTORS

Since the officers of this corporation are the officers of the Kiwanis Club of Metrobon, Louisville, said officers shall be elected in the manner prescribed in the bylaws of the Kiwanis Club of Metrobon, Louisville. Directors shall also be elected in a similar manner as prescribed in the bylaws of the Kiwanis Club of Metrobon, Louisville.

ARTICLE VII

AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of those members present at any regular meeting, or at any special meeting called for that purpose, provided written notice of

such a meeting shall have been given the members at least (2) weeks prior to the meeting. There shall be no voting by proxy or absentee ballot.

Neither these bylaws nor any amendments thereto shall become effective until approved by Kiwanis International.

ARTICLE VIII

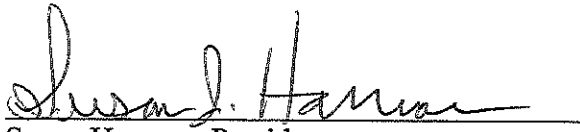
POLICIES OF KIWANIS INTERNATIONAL


Section 1. The corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable.

Section 2. The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.

Section 3. Whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

BYLAWS adopted this 23rd day of February, 2012.


Susan Harmon, President


Brian K. Taylor, Secretary