

**ARTICLES OF INCORPORATION  
OF  
ROADWAY HOME.ORG, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming and does hereby form a non-profit, non-stock corporation, under the laws of the Commonwealth of Kentucky in accordance with the following provisions.

**ARTICLE I**

The name of the Corporation shall be:

Roadway Home.org, Inc.

**ARTICLE II**

A. The purpose for which this Corporation is organized is exclusively for charitable, educational, social and recreational purposes. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

B. In furtherance of the general purposes in paragraph A above, the particular purposes of this Corporation are to furnish computer tablets to inmates as well as assistance to inmates for tablet content including, but not limited to, degree college courses.

**ARTICLE III**

The Corporation's existence shall begin when these Articles are filed by the Kentucky Secretary of State; and its duration shall be perpetual.

#### **ARTICLE IV**

The street address of the initial registered office of this Corporation is 121 Plantation Drive, Shelbyville, Kentucky 40065; and the name of its initial registered agent at that address is: THOMAS H. OWEN

#### **ARTICLE V**

The mailing address of the Corporation's principal office is 18 Village Plaza PMB 179, Shelbyville, Kentucky 40065.

#### **ARTICLE VI**

The Corporation shall have no capital stock and shall have no members.

#### **ARTICLE VII**

The name and mailing address of the incorporator is Thomas H. Owen, 121 Plantation Drive, Shelbyville, Kentucky 40065.

#### **ARTICLE VIII**

The business and affairs of the Corporation shall be governed by a Board of Directors who shall be vested with all the powers conferred on directors by Chapter 273 of the Kentucky Revised Statutes. The number of directors of the Corporation shall be at least three (3) but not more than ten (10). The number of directors may be increased or decreased from time to time by amendment to the bylaws provided, however, that the number of directors of the Corporation shall not be less than three (3) and no decrease in number shall have the effect of shortening the term of any incumbent director. The Board of Directors shall include persons elected or appointed in the manner and for the terms provided by the bylaws. The initial Board of Directors of this Corporation shall

serve until the first annual election of Directors or until their successors are elected and qualify. The names and mailing addresses of the persons constituting the initial Board of Directors are as follows:

NAME

ADDRESS

THOMAS H. OWEN

121 Plantation Drive  
Shelbyville, Kentucky 40065

PATRICIA SPENCER

14007 Wheatbridge  
Houston, Texas 77041

THOMAS AYERS, PH.D.,

760 SW 189 Terrace  
Pembroke Pines, Florida 33029

JULIE EGNER WILHJELM

7162 Marriott Court  
Liberty Township, Ohio 45011

**ARTICLE IX**

The Corporation is organized exclusively for charitable, educational, social and recreational purposes, including, for such purposes, the making of the distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any federal tax code.

No part of the income or profit of the Corporation, upon dissolution or otherwise, 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 actually rendered to the Corporation and to reimburse reasonable expenses in connection with such services and to make payments and distributions in furtherance of its exempt purposes as allowed by law. No substantial part of the activities of the Corporation shall consist of

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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue law).

In the event of liquidation or dissolution of the Corporation, assets remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or organization organized and operated for charitable, educational, social or recreational purposes as the Board of Directors shall determine, and as shall at the time qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended.

Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively, for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X**

No Director shall be personally liable to the Corporation for monetary damages



for breach of his duties as a director except for liability:

- (a) for any transaction which the director's personal financial interest is in conflict with the financial interest 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 XI**

No director, officer, employee or other person acting for or on behalf of the Corporation shall be personally liable for the acts or debts of the Corporation, whether arising in contract, tort or otherwise, or for the acts or omissions of any other director, officer, employee or other person acting for or on behalf of the Corporation, except that such person may be personally liable by reason of his or her own acts or conduct.

#### **ARTICLE XII**

The Board of Directors shall have the power to adopt such bylaws as shall be

necessary in its judgment for the proper conduct of business of the Corporation, and the Bylaws may be amended or repealed by the Board of Directors.

IN TESTIMONY WHEREOF, I, the Incorporator, have hereunto set my hand this 10 day of September, 2018.

  
THOMAS H. OWEN

#### CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 273, the undersigned, as the initial registered agent identified in Article IV of the Articles of Incorporation of Roadway Home.org, Inc. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with Kentucky law.

  
THOMAS H. OWEN

THIS INSTRUMENT PREPARED BY:

  
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