

**ARTICLES OF INCORPORATION
OF
VIVA VOICES CHORAL ORGANIZATION INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

ARTICLE I.

Name

The name of the non-profit corporation is **VIVA VOICES CHORAL ORGANIZATION INC.** (hereinafter, the “**Corporation**”).

ARTICLE II.

Purposes and Powers

The Corporation is organized exclusively for charitable purposes as set forth in Section 501(c)(3) of the Internal Revenue Code (the “**Code**”), or any corresponding section of any future federal tax code, by and through any lawful act or activity for which corporations may be formed under Sections 273.161 to 273.390 of the Kentucky Revised Statutes. The specific purposes for which the Corporation is formed are to perform charitable, educational, and literary purposes through choral education and public performance in accordance with Section 1.501(c)(3)-1(d)(2) and Section 1.501(c)(3)-1(d)(3) of the Treasury Regulations, including, without limitation, providing choral music of all genres to the public, building cultural awareness, and educating others through choral music. 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 State of Kentucky and Section 501(c)(3) of the Code.

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 Third 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**ARTICLE III.
Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 101 S. Fifth Street, Suite 2500, Louisville, KY 40202. The name of the initial registered agent at that address is Dinsmore Agent Co.

**ARTICLE IV.
Principal Office**

The mailing address of the Corporation's principal office is 797 Stablewatch Drive, Independence, KY 41051.

**ARTICLE V.
Directors**

The initial Board of Directors of the Corporation shall consist of four (4) persons who shall serve until the first annual election of directors or until their successors are elected and qualified. The names and mailing addresses of the directors are:

Tony Burdette
797 Stablewatch Drive
Independence, KY 41051

Helen Buford
428 Oregon Street
Cincinnati, OH 45202

Joy Burdette
797 Stablewatch Drive
Independence, KY 41051

Calvin Buford
428 Oregon Street
Cincinnati, OH 45202

**ARTICLE VI.
Officers**

The Bylaws shall provide for such offices and committees as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws.

**ARTICLE VII.
Bylaws**

The Bylaws for the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

ARTICLE VIII.
Exemption from Liability and Indemnification

The private property of the directors of the Corporation shall be exempt from liability for any and all debts of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors may be specified in the Bylaws.

ARTICLE IX.
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 taken in good faith or which involve intentional misconduct or are known to the directors to be a violation of law; or
- (c) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X.
Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon the dissolution of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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.

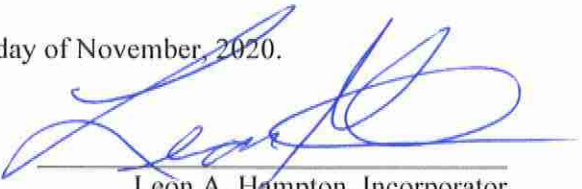
ARTICLE XI.
Incorporator

The name and mailing address of the Incorporator is:

Leon A. Hampton, Esq.
255 E. Fifth Street, Suite 1900
Cincinnati, OH 452020

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SIGNED AND ACKNOWLEDGED by the Incorporator on this 11th day of November, 2020.



Leon A. Hampton, Incorporator

WRITTEN CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Dinsmore Agent Co., hereby consents to serve as initial registered agent of this company.

DINSMORE AGENT CO.

By:

Name: John Barnes

Its: Authorized Representative

