

**1314578.09** mmoore  
NAOI  
**Michael G. Adams**  
**Kentucky Secretary of State**  
Received and Filed:  
10/12/2023 1:37 PM  
Fee Receipt: \$8.00

ARTICLES OF INCORPORATION  
OF  
**PRP Panther Athletic Fund Inc.**

The undersigned, a natural person over the age of eighteen years, hereby certifies as follows:

ARTICLE I – NAME

The name of the company is **PRP Panther Athletic Fund Inc.**, (hereinafter referred to as “the Company”).

ARTICLE II – REGISTERED OFFICE ADDRESS/INCORPORATOR

The principal office of the Company is to be located at **6303 Venango Drive Suite B, Louisville Kentucky 40258**. The name and address in the Company’s initial agent for service of process is: **David Whitlock, 6303 Venango Drive Suite B, Louisville Kentucky 40258**. The name and address of the Company’s organizer is: **David Whitlock, 6303 Venango Drive Suite B, Louisville Kentucky 40258**.

ARTICLE III - PURPOSE

The Company is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific purposes of the Company are for charitable, social and recreational purposes to raise money **through a booster club for the Pleasure Ridge Park High School Athletic Fund to use for equipment, repairs, maintenance, supplies, and other needs of the sports teams.**

The Company shall not be conducted or operated for profit and no part of the net earnings of the Company shall inure to the benefit of any individual, nor shall any of the profits or assets of the Company be used other than for the purposes of the Company.

#### ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the Company:

1. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Company 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.
2. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company 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.
3. Notwithstanding any other provision of these articles, the Company 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 Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE V — DURATION / DISSOLUTION

The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Company, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Company remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 Company 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 VI — LIABILITY/ INDEMNIFICATION

The directors and officers shall not be personally liable for the obligations of the Company and the Company shall indemnify and hold them harmless from all such liability.

## ARTICLE VII -- *Officers, Nominations, and Elections*

### **Section 1.**

The officers of this Organization shall be a President, a Vice President, Secretary, a Treasurer, and Member at Large. These five shall constitute the local Organization Executive Board. In addition, there shall be elected. All officers shall be elected for a term of two years.

### **Section 2.**

Nominations and elections shall be made at the annual banquet. Nominated individuals must be present to accept the nomination.

### **Section 3.**

Officers shall be elected by secret ballot vote, and the balloting shall be conducted so as to afford all participants a reasonable opportunity to vote.

### **Section 4.**

Vacancies in office shall be filled for the remainder of the unexpired term by vote of the Executive Board.

### **Section 5.**

Every officer shall, upon assuming office, represent PRP, The Panther Athletic Fund, *Inc.*, and JCPS in a professional manner. All officers must comply with Panther Athletic Fund, *Inc.* Constitution, PRP High School, and JCPS Policy and Procedures.

## ARTICLE VIII

### *Duties of Officers and Executive Board*

### **Section 1.**

The President shall:

- A. President at all meetings of the Organization and of the Executive Board.
- B. Be a member of all committees.
- C. Act as custodian of all properties of the Organization.
- D. Subject to the approval of the Executive Board, appoint all standing committees and all special committees of the Organization.
- E. Periodically report to the organization regarding the progress and standing of the Organization and official acts of the President.

### **Section 2.**

The Vice President shall:

- A. Assist the President in the work of the President's Office.
- B. In the absence of the President, or in the President's inability to serve, preside at all meetings and perform all duties otherwise performed by the President.
- C. Upon approval by the Organization Executive Board, the Vice President will be authorized to act as co-signer of checks drawn on the Organization's funds in place of either the President or the Treasurer.
- D. Fulfill such other duties as assigned by the President or as needed and approved by the Organization.

**Section 3.**

The Secretary Shall:

- A. Keep a record of the proceedings of all meetings and of all Executive Board meetings.
- B. Carry on the official correspondence of the Organization, except as the Executive Board may direct otherwise.
- C. Keep attached to the minutes book, and available at all meetings, a copy of the articles of incorporation, bylaws, and standing rules.
- D. Be an authorized signatory on checks.
- E. Assist the Treasurer in filing annual required reports.
- F. Perform such other duties and the Executive Board may require.
- G. Notify respective participants of the Organization, Executive Committee, Association and committees of all regular and special meetings.
- H. Conduct the general correspondence of the Organization, as may be directed by the President or Executive Board.
- I. Prepare and Distribute information to news media, as directed.
- J. Fulfill such other duties as assigned by the President or as needed and approved by the Executive Board.

**Section 4.**

The Treasurer Shall:

- A. Receive and provide receipts for all monies of the Organization.
- B. Deposit all money so received in the name of the Organization in a bank or banks selected by the Executive Board, and money so deposited shall be withdrawn only by check signed by the President and the Treasurer.
- C. Prepare and sign checks for such purposes as are required by the Constitution or are authorized by the Executive Board.
- D. Prepare and submit monthly reports to the Organization.
- E. Keep an accurate record of receipts and disbursements and shall, once a month, submit to the Organization, a monthly operating statement of the financial transactions of the Organization for the previous month.
- F. Act as custodian of all properties of the Organization.
- G. At the expense of the Organization, give a surety bond for an amount to be fixed by the Executive Board.
- H. Make or cause to be made, at least semi-annually, an audit of the finances of the Organization, including the finances concerning any health and welfare, insurance, or other benefit programs covering the Organization, and shall report to the participants on the result of such audit.

**Section 5.**

Member at Large shall:

- A. Disseminate information to the parents and students within the Organization.
- B. Act as a liaison between members and students within the Organization.
- C. Fulfill such other duties as assigned by the President or as needed and approved by the Executive Board.

**Section 6.**

The Executive Board shall be the governing body of this Organization. All matters affecting the policies, aims, and means of accomplishing the purposes of the Organization not specifically provided for in the Constitution, or by action of the participants at a regular or special meeting, shall be decided by the Executive Board.

The Board shall meet at the call of the President or of a majority of board members. A report on all actions taken by the Executive Board shall be made to the participants at the next meeting. A majority of the members of the Executive Board shall be required for a quorum.

**Section 7.**

The Board of Directors will have 5 officers. The initial officers of the Board of Directors are as follows:

President	Nicklaus Waddell
Vice President	David Whitlock
Secretary	Rebecca Raymer
Treasurer	Randy Waddell
Asst. Treasurer	Judy Whitlock

IN WITNESS WHEREOF, I have subscribed my name this 28<sup>th</sup> day of September 2023.



David Whitlock, Organizer