

RESTATED
ARTICLES OF INCORPORATION
OF

CEDAR GROVE CHRISTIAN ACADEMY
(A KENTUCKY NONPROFIT CORPORATION)

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Michael G. Adams
Kentucky Secretary of State
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I, the undersigned natural person, a citizen of the United States of the age of eighteen (18) years or more, acting as incorporator of a corporation under the laws of the Commonwealth of Kentucky, adopt the following Articles of Incorporation for such corporation

ARTICLE I

The name of the corporation shall be CEDAR GROVE CHRISTIAN ACADEMY, INC.

ARTICLE II.

The period of duration is perpetual, and its effective date is April 20, 2023, at 12:01 A.M.

ARTICLE III.

- A. The purpose of this corporation is to establish, maintain, promote, and operate a Christian school, and to effectuate this purpose it shall be deemed to be organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.
- B. The mission of this corporation is to educate students using all academic disciplines and to engage students in the pursuit of God's truth in all areas of life.

ARTICLE IV.

This corporation shall be guided by the fundamental Statement of Faith as stated in Article II Section 2 of the By-laws of the corporation.

ARTICLE V.

The government and management of school affairs shall be in accordance with these Articles and with By-laws, not inconsistent with these Articles, as may be adopted and amended from time to time.

ARTICLE VI.

- A. The initial Board of Directors (School Board) of the corporation shall consist of four members and the names and addresses of the persons who shall serve as the Board until their successors are duly qualified, appointed, and accept such office are as follows:

Darrell Mitchell, 114 Loretta Drive Shepherdsville, KY 40165

Ralph Brothers, 583 Arnold Lane Shepherdsville, KY 40165

David Nuckolls, 4608 Cedar Grove Road Shepherdsville, KY 40165

Monica Thomas, 14809 Old Henry Road Louisville, KY 40245

- B. The number of School Board members who shall conduct and manage the business and affairs of the corporation shall not be less than four, and the number and selection of the Board shall hereafter be fixed in the manner provided by the By-laws of the corporation.
- C. No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) Any breach of the director's duty of loyalty to the corporation, (b) Any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of the law, (c) the director's assent to, or participation in, a loan by the corporation to any director or officer of the corporation, (d) Any transaction in which the director received an improper personal benefit. Nothing herein will be construed to deprive any director of the right to defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or person. Any repeal or modification of this provision shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.
- D. The corporation may indemnify its directors, officers, employees and agents.

ARTICLE VII

The corporation shall have voting members whose qualifications and privileges shall be as provided in the By-laws.

ARTICLE VIII.

No member shall have any right, title, or interest in the assets of the corporation. The ownership of all property (real, personal, or mixed) acquired by this school shall be vested exclusively in this corporation, and title to the same shall be taken in its name alone. The School Board, subject to the approval of the members, shall have the power and authority to acquire, bargain, sell, convey, mortgage, lease, sub-lease, assign, or release any real estate, and to erect schoolhouses and other buildings for the direct and legitimate use of the said school, and to alter and repair the same.

ARTICLE IX.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or otherwise 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 III hereof.

ARTICLE X.

No substantial part of the articles 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 any candidate for public office.

ARTICLE XI.

The corporation shall have all of those powers granted by the Laws and Statutes of the Commonwealth of Kentucky, except however, the corporation shall not carry on any 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 provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law)

ARTICLE XII.

Upon dissolution of the corporation the School Board, after paying, or making provision for the payment of, all liabilities of the corporation, shall dispose of all of the assets of the corporation to Cedar Grove Baptist Church of Shepherdsville, Kentucky, or, if it is not in existence or does not then qualify, subject to approval of a majority of the members of the corporation, to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of shall be disposed of by the District Court of Bullitt County, Kentucky, 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 XIII.

The initial principal office for the transaction of the business of the corporation shall be located at 4900 Cedar Grove Rd Shepherdsville, KY 40165. The initial registered office of the corporation shall be 114 Loretta Drive Shepherdsville, KY 40165 and the name of the initial registered agent is Darrell Mitchell. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE XIV.

These Articles may be amended in any manner not inconsistent with Articles III and VI by an affirmative vote of three-fourths of the School Board. By-laws shall be adopted and may be amended, in like manner.

ARTICLE XV.

For convenience there is only one Incorporator. The name and address of such Incorporator are:

Monica R. Thomas, 14809 Old Henry Rd Louisville, KY 40245

IN WITNESS WHEREOF, I have hereunto set my hand at Louisville, KY this 9th day of May 2023.

Monica R. Thomas

Monica R. Thomas, Secretary

STATE OF KENTUCKY)

COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 9th day of May 2023, by Monica R. Thomas

Witness my hand and KYNP# 40211

My commission expires: 11-10-2024

Frantina M. Burt

Frantina M. Burt, Notary Public