

ARTICLES OF INCORPORATION
OF

FAYETTE COUNTY MASTER GARDENERS ASSOCIATION, INC.

Pursuant to KRS chapter 14A and KRS chapter 273, as amended, the undersigned applies to incorporate a Kentucky nonprofit corporation for charitable, educational, scientific and other public purposes, to be governed by these Articles of Incorporation and duly adopted Bylaws.

ARTICLE I

The name of the Corporation is Fayette County Master Gardeners Association, Inc.

ARTICLE II

The purposes for which the Corporation is organized are charitable, educational, scientific (horticultural), promoting gardening, and other public community service activities benefitting Fayette County, Kentucky and assisting the Fayette County Extension Service of the University of Kentucky College of Agriculture and its related divisions or agencies.

ARTICLE III

The name of the registered agent for the Corporation is Kevin G. Henry and the street address of the initial registered office in Kentucky for the corporation 333 West Vine Street, #1500, Lexington, KY 40507.

ARTICLE IV

The mailing address of the Corporation's principal office is 1140 Harry Sykes Way, Lexington, KY 40504, Attention: Susan Miller.

ARTICLE V

The name and mailing address of the Incorporator is Kevin G. Henry, 333 West Vine Street, #1500, Lexington, Kentucky 40507.

ARTICLE VI

The Board of Directors shall consist of not less than five (5) nor more than nine (9) persons.

The names and mailing addresses of the five (5) persons who shall serve as the initial Board of Directors are as follows:

Ann M. Henry
3488 Rabbits Foot Trail
Lexington, KY 40504

Susan McDaniel
655 Longview Drive
Lexington, KY 40503

Graham Rowles
621 Crumbaugh Road
Georgetown, KY 40342

Marilyn Gall
649 Durning Road
Lexington, KY 40509

Pamela Dorrel
150 Cochran Road, Apt. 1
Lexington, KY 40502

The number of directors of the Corporation may be increased or decreased from time to time by a majority vote (51%) of those members in attendance at an annual or special meeting of the members at which a quorum of half of the active voting members on the membership rolls is present in person or by written proxy. However, no decrease in the number of directors shall have the effect of shortening the term of an incumbent director. Directors, once elected at an annual or special meeting of the members, shall serve until their replacement or successor takes office after election at a subsequent annual or special meeting of the members. Directors shall not receive compensation for service on the Board. The Board of Directors shall have authority to adopt and

amend Bylaws for the governance of the Corporation, subject at all times to the right of the voting members to amend the Bylaws, if they so choose.

ARTICLE VII

The duration of the Corporation shall be perpetual.

ARTICLE VIII

The standards of conduct for directors of the Corporation shall be as set forth in KRS 273.215 and 273.219, as amended. A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of her/his duties as a director except to the extent provided in KRS 273.248, as amended. Any repeal or modification of this Article will not adversely affect any protection of a director with respect to any act or omission occurring prior to such repeal or modification. Officers of the Corporation shall be subject to the standards of conduct set forth in KRS 273.229, as amended.

ARTICLE IX

The Corporation shall have two (2) classes of members, voting and non-voting. The designation of each class and the qualification and rights of members shall be set forth in the Corporation's Bylaws. Members shall have no property rights in any assets of the Corporation.

ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation, or to any private individual, except that the Corporation shall be authorized and empowered (1) to pay reasonable compensation for services rendered, with Board approval, and (2) to make payments and grants or distributions in furtherance of its charitable purposes. No officer or director of the Corporation, or any private individual, shall be entitled to share in the distribution of the Corporation's assets on dissolution of the Corporation.

ARTICLE XI

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") or any corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XIII

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a Kentucky non-profit or an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or governmental agencies or public universities involved in horticulture education or research, as the Board of Directors shall determine. Any remaining assets not so disposed of shall be distributed by order of a court of competent jurisdiction

of the county in which the principal office of the Corporation is then located, exclusively for the above purposes or to such charitable or governmental organization or organizations, as said court shall determine, which are organized and operated for such purpose.

ARTICLE XV

These Articles shall be effective upon the date of filing recorded by the Kentucky Secretary of State.

I/we declare under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing Articles are true and correct, and were approved by the initial Board of Directors.

Kevin G. Henry
Incorporator

Kevin G. Henry, attorney

Dated: March 6, 2024

CONSENT TO SERVE AS REGISTERED AGENT

I consent to serve as registered agent for service of process on behalf of the Fayette County Master Gardeners Association, Inc. and confirm the above address for registered office of the Corporation.

Kevin G. Henry
Registered Agent

Kevin G. Henry, attorney

Dated: March 6, 2024