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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
VICTORY FOR LIFE, INC.**

The undersigned, acting as incorporator of a nonstock, nonprofit corporation under Kentucky Revised Statutes Chapter 273, *et seq.*, as amended, for the purpose of forming such a non-profit corporation, hereby adopts the following Articles of incorporation for such corporation:

**ARTICLE I
NAME**

The name of the nonstock, nonprofit corporation is Victory For Life, Inc. ("Corporation").

**ARTICLE II
PURPOSE**

The corporation is organized and operated exclusively for any purpose described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of subsequent federal tax laws ("Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(e)(2) of the Code.

**ARTICLE III
LIMITATIONS**

At all times, the following shall operate as conditions restricting the operations and activities of the corporation.

1. 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, as compensation for services rendered or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public; and the Corporation shall not participate in, or intervene in (including by publication 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 Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code;

4. The Corporation shall not lend any of its assets to any officer or director of this Corporation, or guarantee to any person the payment of a loan by an officer or director of this Corporation; and

5. All section references in this paragraph refer to the Code. If and so long as the Corporation is a private foundation, as defined in section 509(a), the Corporation shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942; the Corporation shall not engage in any excess business holdings as defined in section 4941(d); the Corporation shall not retain any excess business holdings as defined in section 4943(c); the Corporation shall not make any investments that would jeopardize its charitable purpose, or subject it to tax under section 4944; and the Corporation shall not make any taxable expenditures as defined in section 4945(d).

ARTICLE IV DURATION

The duration of the Corporation's existence shall be perpetual.

ARTICLE V INITIAL DIRECTORS

The Corporation shall have no voting members. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by applicable state and federal laws, and by its by-laws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The number of directors constituting the Corporation's initial board of directors shall be four (4). A director may be removed from office by the majority vote of the other directors. The name and mailing address of each of the individuals who are to serve as the Corporation's initial directors, until their successors are elected and qualify, are as follows:

Carolyn Austin
3042 Bonanza Drive
Lexington, KY 40509

Larry Huffman
2120 Winterberry
Lexington, KY 40504

Sharon Johnson
1015 Forest Lake Drive
Lexington, KY 40515

Bruce Carpenter
4321 Crescent Springs Ct.
Lexington, KY 40515

ARTICLE VI
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No officer or director of this Corporation shall be personally liable for the debts or obligations of this Corporation, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

No officer or director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as an officer or director except for liability:

(a) For any transaction in which the officer's or director's personal financial interest is in conflict with the financial interests of the Corporation;

(b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the officer or director to be a violation of law; or

(c) For any transaction from which the officer or 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 officers or directors, then the liability of an officer or 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 an officer or director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII
DISSOLUTION

Upon dissolution of the Corporation, its assets shall be distributed by the Board of Directors, after paying or making provisions for payment of all debts, obligations, liabilities, costs and expenses of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by 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(s) as said court shall determine.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 4321 Crescent Springs Court, Lexington, Kentucky 40515, and the name of its initial registered agent at such address is Bruce Carpenter. The mailing address of the Corporation's principal office is 4321 Crescent Springs Court, Lexington, Kentucky 40515.

**ARTICLE IX
INDEMNIFICATION**

To the fullest extent permitted by Kentucky law, each person who is or was a director, officer, employee, committee member, or volunteer of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director, officer, employee or committee member; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the director, officer, employee, committee member, or volunteer may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under applicable law.

**ARTICLE XI
INCORPORATOR**

The name and mailing address of the sole incorporator is Bruce Carpenter, 4321 Crescent Springs Court, Lexington, Kentucky 40515.

Dated this the 19th day of December, 2023.



BRUCE CARPENTER, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to serve as the registered agent on behalf of Victory For Life, Inc.


BRUCE CARPENTER, Registered Agent

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