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Alison Lundergan Grimes
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION OF
KENTUCKY COMMERCIAL UTILITY CUSTOMERS, INC.**

A Kentucky Non-Stock, Non-Profit Corporation

For purposes of forming a nonprofit Corporation in Kentucky pursuant to KRS Chapter 273, the undersigned incorporator adopts the following Articles of Incorporation and submits same to the Secretary of State for filing:

ARTICLE I

The name of the Corporation is Kentucky Commercial Utility Customers, Inc.

ARTICLE II: DURATION

The Corporation shall have perpetual duration.

ARTICLE III: PURPOSES

The purposes for which the Corporation is formed are:

1. Primarily to represent the commercial viewpoint on energy and other utility issues before all appropriate governmental bodies and other pertinent organizations which affect those issues in the Commonwealth of Kentucky, and to pursue such other matters and engage in such other activities which may be beneficial in connection with or in furtherance of such primary purpose or in advancing the interests generally of commercial energy consumers operating facilities served under commercial tariffs within the Commonwealth of Kentucky.
2. Generally to have and exercise all rights and powers conferred or which may hereafter be conferred on nonprofit corporations under the laws of the Commonwealth of Kentucky; provided, however, that the Corporation shall not, to any substantial degree, engage in

activities or exercise powers that are not in furtherance of the primary purpose of the Corporation.

ARTICLE IV: BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of no less than three persons and no more than nine persons. Elections of the Board of Directors shall be conducted in accordance with the Bylaws of the Corporation, as amended from time to time by the Board of Directors. The Board of Directors shall be self-perpetuating, but no Director shall own or have any right to claim or receive any distribution of the assets of the Corporation upon its dissolution.

The initial Board of Directors shall consist of three persons, whose names and addresses are as follows:

1. **Richard Sturgill**, BPM Lumber, LLC, 1256 Manchester St., Lexington, KY 40504;
2. **Joseph L. Grossman**, Appalachian Regional Healthcare, Inc., PO Box 8086, 2260 Enterprise Drive, Lexington, KU 40533;
3. **Thomas Abele**, Harshaw Trane, 12700 Plantside Dr., Louisville, KY 40299.

ARTICLE V: EARNINGS AND ACTIVITIES

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer, Director or other private person or entity (other than *bona fide* distributions to other exempt non-profit organizations under Section 501(c) of the Internal Revenue Code), except for the authorized payment of reasonable compensation for actual services rendered, and any such payments shall be in furtherance of the purposes set in Article III above and approved by the Board of Directors.

B. No substantial part of the activities of the Corporation shall involve (1) distributing or disseminating propaganda, or (2) attempting to influence legislation by lobbying. In no event shall the Corporation fund or have participation in the publication of advertisements in any media relating to any political party or campaign on behalf of or in opposition to any candidate for federal, state or local public office. Any other provision of these Articles notwithstanding, the Corporation shall not carry on any activities not permitted for an exempt organization under Section 501(c) of the Internal Revenue Code or corresponding future federal tax code provisions.

ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent of the Corporation is James W. Gardner, and the initial registered office at which said Agent may be found is 333 West Vine Street, Suite 1500, Lexington, KY 40507.

ARTICLE VII: PRINCIPAL OFFICE

The mailing address and street address of the Corporation's initial principal office is:

Kentucky Commercial Utility Customers, Inc.
c/o Sturgill, Turner, Barker & Moloney, PLLC
333 West Vine Street, Ste. 1500
Lexington, KY 40507

ARTICLE VIII: BYLAWS

The Board of Directors shall have authority to adopt, amend or repeal bylaws or adopt new bylaws from time to time, by vote of at least 60% of all Directors present in person or by proxy at any meeting after advance notice of the full text of any proposed changes or additions.

ARTICLE IX: INCORPORATORS

The name and mailing address of the incorporator is as follows:

James W. Gardner, Esq.
Sturgill, Turner, Barker & Moloney, PLLC
333 West Vine Street, Ste. 1500
Lexington, KY 40507

ARTICLE X: DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his duties as a director, and such elimination of personal liability shall extend to the furthest extent permitted by KRS § 273.248, now in effect or as hereafter amended.

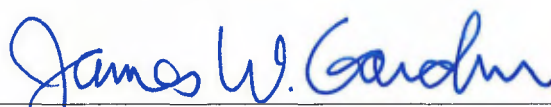
ARTICLE XI: DISSOLUTION

Upon dissolution of the Corporation, its remaining assets shall first be applied to pay its lawful debts and creditors. Any remaining assets shall be distributed exclusively to exempt

organizations qualifying under Section 501(c) of the Internal Revenue Code or corresponding future federal tax code provisions.


IN WITNESS WHEREOF, the incorporators have signed these Articles for the purpose of organizing the above nonprofit Corporation on July 13, 2017.

INCORPORATOR:

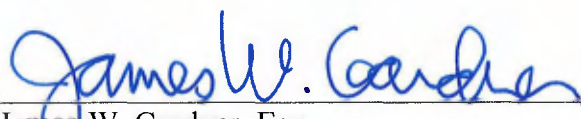

James W. Gardner

CONSENT OF REGISTERED AGENT

The undersigned consents to serve as the initial Registered Agent for Kentucky Commercial Utility Customers, Inc., as of July 13, 2017.


James W. Gardner

Prepared by:


James W. Gardner, Esq.
STURGILL, TURNER, BARKER
& MOLONEY, PLLC
333 West Vine Street, Ste. 1500
Lexington, KY 40507
Phone: 859-255-8581
jgardner@sturgillturner.com