

*Centerville Missionary Baptist Church*



0860082.09

tsemones  
AMR

Michael G. Adams  
Kentucky Secretary of State  
Received and Filed:  
9/11/2023 12:45 PM  
Fee Receipt: \$8.00

Amended and Restated Articles of  
Incorporation  
of  
Centerville Baptist Church,  
Corp

***KNOW ALL MEN BY THESE PRESENTS:***

We, the undersigned, being natural persons of the age of eighteen years or more, acting as the incorporators of a non-profit corporation **under the** Kentucky NonStock, Nonprofit Corporation Act of the Kentucky Revised Statutes adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is Centerville Baptist Church, Inc.

**ARTICLE II**

The duration of the corporation shall be perpetual.

**ARTICLE III**

This Corporation is a charitable non-profit public benefit corporation and is **organized** for charitable, community and educational purposes, more specifically for advancing the ideals of the Baptist Christian values to wit providing meaningful instruments for fellowship and support among the church along with opportunities of strengthening our common faith, doctrine and practices throughout the region, having and exercising all rights and powers conferred to a non-profit corporation under the laws of Kentucky, necessary to carry on and accomplish the purposes for which it is organized, including authority and power:

1. To enter into, make, **perform, and** carry out contracts of every kind, for any lawful purpose without limit on amount with any person, firm, association, corporation, municipality, county, state, territory, government, or other municipal governmental subdivision;
2. To solicit, collect, receive, acquire, and invest money and property, both real and personal, received by gift, grant, contribution, **bequest, or** devise for the specific purposes herein stated;
- 3 To act in the capacity **as a** principal, agent, joint venture, partner, or otherwise.
- 4 To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed;
- 5 To do and perform any and all acts, which a natural person might do under the laws of the Commonwealth of Kentucky

The specific and general purpose herein stated shall be construed and considered as a statement of both purposes and powers and shall not be restricted by reference to or inconsistency with the terms or provisions or any other clause. The purposes and powers shall be broadly construed as independent purposes and powers, and the corporation shall not engage in any activity or exercise or these powers that are not in the furtherance or the primary purposes of the corporation

**ARTICLE IV**

The corporation Is organized pursuant to the Nonstock, Nonprofit Corporation Act of the Commonwealth of Kentucky does not contemplate monetary or pecuniary gain or profit to any member and is **organized** for nonprofit **purposes**.



## ARTICLE V

The principal office for the transaction of the business of this corporation shall be 252 Russell Cave Rd, Paris, Kentucky, 40361

## ARTICLE VI

The authorized number and qualifications of the members of the corporation, the different classes of membership, if any; the voting and other rights and privileges of members. their liabilities to dues and assessments. and the method of collection, shall be.as set forth in the Constitution and Bylaws of the Church.

## ARTICLE VII

The address of its registered office In the Commonwealth of Kentucky is 252 Russell Cave Rd, Paris, Kentucky, 40361. The name of the registered agent for the corporation Is Michael L Zachary and by his signature as incorporator he hereby also accepts and acknowledge his appointment as registered agent for the corporation.

## ARTICLE VIII

The names and addresses of the incorporators or Centerville Baptist Church, Inc. are as follows:

Michael L Zachary 4705 Hobbs Way Lexington, Ky 40515	Norman Stepp 429 Ella Rae Lane Lexington, Ky 40511
Sadie Rice 1904 Sandersville Rd Lexington, Ky 40515	Victoria Persley 315 Chestnut Lexington, Ky 40508
Shelia Clark 826 Lylesville Street Paris, Ky 40361	

## ARTICLE IX

There shall be 5 persons to serve as the initial Board or Directors. The incorporators, whose name and addresses are stated herein, shall serve as the Initial Board of Directors of the corporation until the first meeting of the members Is called to formally elect the full Board of Directors The total number of Directors shall be determined by the Bylaws of the corporation and shall be elected by the corporation body at Its annual meeting.

## Article X

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of the Board of Directors. If all members of the Board shall individually or collectively consent in writing to such action via USPS mail, FAX or e-mail documentation. Such written Consent shall be filed with the

minutes of the proceeding of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous consent of the Board of Directors. Any document filed under any provision of law applicable to such actions so taken shall specifically state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and the Articles of incorporation authorize the Directors to so act, and such express statement shall be the prima facie of such authority.

## ARTICLE XI

This corporation Is not organized, nor shall It be operated, for pecuniary gain or profit. and it does not contemplate the distribution or gained profits, or dividends to the members of the corporation, and is organized solely for nonprofit purposes. The property. real or personal, is irrevocably dedicated to the specific purposes herein stated, and no portion of the net Income or' assets of this corporation shall ever Inure to the benefit of any director, officer member, or private person. This corporation Is organized exclusively for charitable and religious purposes.

## ARTICLE XII

No part of the net earnings of the corporation shall inure to the benefit of, or ~~be~~ distributable to its members, directors, officer, or private persons except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of its specific purpose. No substantial part of the activities 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 a political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation 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 any future corresponding provision of the United States Internal Revenue Code(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any future corresponding provisions of the United States Internal Revenue Code, or (c) any activities prohibited by the applicable law of the Commonwealth of Kentucky, including Chapter 273 of the Kentucky Revised Statutes.

## ARTICLE XIII

Upon the dissolution of the corporation, the Board *of* Directors shalt, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets or the corporation exclusively for charitable , educational, or religious purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue of Code or any future corresponding provisions of the United States Internal Revenue Code. Any such assets not so disposed of by the Circuit Court of the county in which the principal office of the corporation Is then located, exclusively for such purposes or to such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

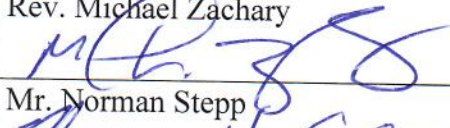
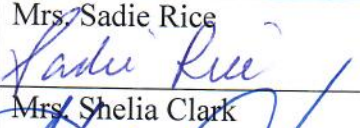
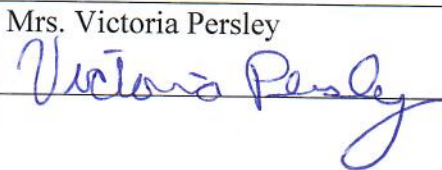
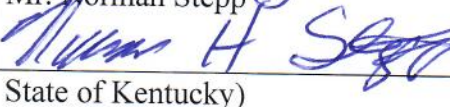
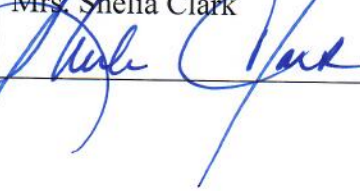


## ARTICLE XIV

The private property of the incorporation or the Board of Directors shall not be subject to the payment of corporate debts.

IN TESTIMONY WHEREOF, witness the signatures of the incorporators on this

The 12<sup>th</sup> day of June, 2023. Centerville Baptist Church, Inc. By:

Rev. Michael Zachary 	Mrs. Sadie Rice 	Mrs. Victoria Persley 
Mr. Norman Stepp 	Mrs. Shelia Clark 	

State of Kentucky)  
County of Fayette)  
City of Lexington)

I, the undersigned, a notary public in and for the State and County aforesaid, do hereby certify that on the 12<sup>th</sup> day of June, 2023, the foregoing Articles of Incorporation of the Centerville Baptist Church, INC, a nonprofit corporation, was produced before me by Rev. Michael L Zachary, Mr. Norman Stepp, Mrs. Sadie Rice, Mrs. Shelia Clark, and Mrs. Victoria Persley, incorporators herein, sworn to and acknowledge before me by them to be their free act and deed.

Witness my hand this 12<sup>th</sup> day of June 2023.  
My Commission expires: Feb 22, 2026

By: Mary L. Washington  
Notary Public KYNP45525