

Southeast
Center for
Living Inc.

A Kentucky Non-profit Public

**ARTICLES OF
INCORPORATION**



Kentucky
Independent

Benefit Corporation

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be Southeast Kentucky Center for Independent Living Inc. The business of the corporation may be conducted as Southeast Kentucky Center for Independent Living Inc. or Southeast Kentucky Center for Independent Living Corp.

ARTICLE II
DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

3.01 Purpose

Southeast Kentucky Center for Independent Living Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. This corporation is committed to enabling the disabled population by teaching them of resources available in their county and surrounding counties. To also help guide them through the Medicaid and Medicare system. As well as guiding them through activities of daily living, community awareness, and to provide educational programs and services.

3.02 Public Benefit

Southeast Kentucky Center for Independent Living Inc. is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Southeast Kentucky Center for Independent Living Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Southeast Kentucky Center for Independent Living Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Southeast Kentucky Center for Independent Living Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Southeast Kentucky Center for Independent Living Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Southeast Kentucky Center for Independent Living Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Southeast Kentucky Center for Independent Living Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Southeast Kentucky Center for Independent Living Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Southeast Kentucky Center for Independent Living Inc. by one (1) or more of its

managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kentucky to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Southeast Kentucky Center for Independent Living Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Christopher Michael Sizemore, Billy Dale Robinson, and Audrey Jean Farrow.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Southeast Kentucky Center for Independent Living Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Southeast Kentucky Center for Independent Living Inc.
422 Clover St.
Harlan, Kentucky, 40831

The mailing address of the corporation is:

Southeast Kentucky Center for Independent Living Inc.
422 Clover St.
Harlan, Kentucky, 40831

ARTICLE IX APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

JoEllen Hale
422 Clover St.
Harlan, Kentucky 40831

ARTICLE X

INCORPORATOR

The incorporators of the corporation are as follow:

Amanda Hubbard
128 W Hwy 221
Bledsoe, Kentucky 40810

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Southeast Kentucky Center for Independent Living Inc. were approved by the board of directors on May 13 2014 and constitute a complete copy of Articles of Incorporation of the Southeast Kentucky Center for Independent Living Inc.

JoEllen Hale
422 Clover St.
Harlan, Kentucky 40831

Christopher Michael Sizemore
128 W Hwy 221
Bledsoe, Kentucky 40810
Billy Dale Robinson
424 Clover St.
Harlan, Kentucky 40831

Audrey Jean Farrow
145 Station Ln.
Harlan, Kentucky 40831

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, JoEllen Hale, agree to be the registered agent for Southeast Kentucky Center for Independent Living Inc. as appointed herein.

JoEllfen Hale, Registered Agent

Date: May 13, 2014