

1245685.09tsemones
ADD**Michael G. Adams**
Kentucky Secretary of State
Received and Filed:
12/6/2022 3:36 PM
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION
OF
TRUE VINE BAPTIST CHURCH, INC.**

The undersigned incorporator, for the purpose of forming a nonprofit corporation in Kentucky pursuant to Chapter 273 of the Kentucky Revised Statutes, the Kentucky Nonprofit Corporation Act (the "Act"), hereby submits the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation (the "Corporation") is True Vine Baptist Church, Inc.

ARTICLE II
PURPOSES AND POWERS

(1) The Corporation is organized exclusively for charitable, religious, 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 of 1986, as amended (the "Code"), or corresponding section of any future federal tax code. Any provisions of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have capital stock or shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of Article II of these Articles of Incorporation.

(2) To advance the Corporation's limited purposes and subject to this Article II, the Corporation shall have all such powers as are available to corporations formed under the Act in accordance with the Corporation's Bylaws in order to organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable purposes, enterprises, activities, and institutions, as from time to time may be determined or selected by the Corporation's Board of Directors.

(3) Notwithstanding any provision heretofore or hereafter stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in Section 509 or Section 4942 of the Code:

(a) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(b) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) the Corporation shall not purchase nor retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(4) No part of the net earnings of the Corporation 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. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or 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 Code, or corresponding section of any future federal tax code.

ARTICLE III

PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the Corporation's principal office is 132 Twin Oaks Drive, Bardstown, Kentucky 40004. The Corporation's registered agent for service of process is Marcus Daly, and such agent's address, including street and number, is 132 Twin Oaks Drive, Bardstown, Kentucky 40004.

ARTICLE IV

INCORPORATOR

The name and address of the sole incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Marcus Daly | 132 Twin Oaks Drive Bardstown, Kentucky 40004 |

ARTICLE V

MEMBERS

The Corporation shall have members who shall have such rights as are set forth in the Corporation's Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

The initial Board of Directors shall consist of three directors. The number, tenure, and qualification of Directors shall be as prescribed by the Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Jana Jones | 5385 Highway 1066 Bloomfield, Kentucky 40008 |
| Erin Whitehouse | 3 Dryden Road Bloomfield, Kentucky 40008 |
| John Nelson | 122 Cumberland Court Bardstown, Kentucky 40004 |

ARTICLE VII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Corporation's Board of Directors, after paying or making provisions for the payment of all known liabilities of the Corporation, shall distribute all of the remaining assets of the Corporation to is being operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described by Section 501(c)(3) of the Code. Any such assets not disposed of shall be 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII LIMITATION OF LIABILITY; INDEMNIFICATION

No current or former Director or officer of the Corporation (each, an "Indemnified Party") shall be liable, and the Corporation shall indemnify an Indemnified Party against, expenses that are actually and reasonably incurred by such Indemnified Party, including attorney's fees, in connection with the defense of any action, suit, or proceeding, civil or criminal, in which the Indemnified Party is made a party by reason of being or having been such Director or officer of the Corporation, except in relation to such matters as to which the Indemnified Party shall be adjudged liable in such action, suit, or proceeding for gross negligence or intentional misconduct in the performance of his or her duties to the Corporation.

A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duty as a Director, except for (a) any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or are known to the Director to be a violation of law; or (c) any transaction from which the Director derived an improper personal benefit.

Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the

Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without further need for action by the Corporation or its Board of Directors.

ARTICLE IX
BYLAWS

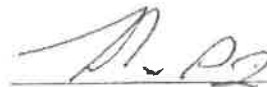
The Bylaws of the Corporation shall be adopted and may be amended or repealed by the Board of Directors of the Corporation and shall be consistent with the laws of the Commonwealth of Kentucky and these Articles of Incorporation.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended by a resolution that is adopted by a majority of the Corporation's Board of Directors and approved by a two-thirds of the Corporation's members.

[Signature page immediately follows.]

The undersigned has duly executed these Articles of Incorporation of True Vine Baptist Church, Inc. as of the 5 day of December, 2022.



Marcus Daly, Incorporator

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to Kentucky Revised Statutes § 14A.4-010, the undersigned, as the initial registered agent and agent for service of process identified in Article III of the Articles of Incorporation of True Vine Baptist Church, Inc. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with Kentucky law.

Dated: December 5, 2022



Marcus Daly

The foregoing instrument was prepared by:



Scott R. Townsend
VICE COX & TOWNSEND PLLC
2303 River Road, Suite 301
Louisville, Kentucky 40206