

**ARTICLES OF INCORPORATION  
OF  
MOROGORO MISSIONS, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person over eighteen (18) years of age, does hereby execute these Articles of Incorporation for the purpose of forming and does hereby form a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 *et seq.* in accordance with the following provisions:

**ARTICLE ONE  
NAME**

The name of the Corporation shall be: MOROGORO MISSIONS, INC. (hereinafter referred to as the "Corporation").

**ARTICLE TWO  
DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE THREE  
NONPROFIT STATUS**

This Corporation is organized as a nonprofit corporation under the applicable provisions of Chapter 273 of the Kentucky Revised Statutes, generally known as the Kentucky Nonprofit Corporation Act. This Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to its directors or officers except permitted by applicable law.

**ARTICLE FOUR  
PURPOSE AND POWERS**

A. The Corporation is organized for charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes of the receipt and acceptance of property, whether real, personal, or mixed, by gift or bequest from any person or entity, and the retention and administration of such property in accordance with terms of these Articles of Incorporation and the Corporation's bylaws.

B. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes. However, notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or
2. By any organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

C. Subject to the foregoing, the Corporation's primary business shall be for charitable efforts as they relate to providing education in territories outside the U.S. and engaging in religious purpose in spreading the Gospel of Jesus Christ.

## **ARTICLE FIVE DIRECTORS**

The Corporations shall be governed by its Board of Directors. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the members of the initial Board of Directors are as follows:

Robert "Bob" L. Seely  
135 Marsha Drive  
Paducah KY 42003

Ryan Samsil  
PO Box 8104  
Paducah KY 42002-8104

Don Edwards  
170 Corbett Drive  
Paducah KY 42001

The term of the initial Board of Directors, and the number, term, and manner of election of Directors, shall be determined as set forth in the bylaws of the Corporation, as amended.

## **ARTICLE SIX REGISTERED OFFICE AND AGENT**

The registered office of the Corporation is located at Denton Law Firm, PLLC, 555 Jefferson Street, STE 301, Paducah KY 42001, and its registered agent at address Denton Law Firm, PLLC, 555 Jefferson Street, STE 301, Paducah KY 42001 is Cody R. Walls.

## **ARTICLE SEVEN INCORPORATOR**

The incorporator of the Corporation is Robert "Bob" L. Seely, and the incorporator's address is 135 Marsha Drive, Paducah KY 42003.

## **ARTICLE EIGHT PRINCIPAL OFFICE**

The mailing address of the Corporation's principal office is PO Box 8104, Paducah KY 42002-8104.

## **ARTICLE NINE MEMBERS**

The Corporation shall not have members.

**ARTICLE TEN**  
**CORPORATE EARNINGS AND RESTRICTED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 Article Four 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

**ARTICLE ELEVEN**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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, that are organized and operated exclusively for such purposes.

**ARTICLE TWELVE**  
**INDEMNIFICATION AND INSURANCE**

Each person who is or was a member, director, or officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, or officer of another 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 expenses, including without limitation attorneys' fees, monetary or other judgments, fines or penalties, and amounts paid or to be paid in settlement, incurred by such person in such person's capacity as aforesaid. Provided, however, no such person shall be indemnified against such liability, cost, or expense incurred in connection with any such 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 such person shall have been adjudged liable to the Corporation or to have breached his or her fiduciary duty to the Corporation, or if indemnification shall be prohibited by

law. Such right of indemnification shall be deemed to 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.

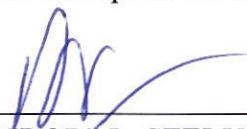
The indemnification herein provided shall not be deemed exclusive of any rights to which directors, officers, employee, or agent of the Corporation may be entitled under any statute, agreement, or action of the Board of Directors of the Corporation, or otherwise, and shall continue as to a person who has ceased to be director, officer, or employee of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power or be obligated to indemnify him or her against such liability under the provision of this Article of the laws of the Commonwealth of Kentucky.


#### **ARTICLE THIRTEEN TAX EXEMPT STATUS**

It is intended that this Corporation shall have, and continue to have, the status of an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code and that is other than a private foundation as defined in Section 509 of the Code. All terms and provisions of these Articles and the Code of Regulations of the Corporation, and all operations of the Corporation, shall be construed, and applied and carried out in accordance with such intent.

IN WITNESS WHEREOF, the undersigned, being the person hereinabove named as the Incorporator of the Corporation, has executed these Articles of Incorporation this 4<sup>th</sup> day of Apr., 2023.

  
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ROBERT "BOB" L. SEELY  
Incorporator

Subscribed, sworn to, and acknowledged before me this 4<sup>th</sup> day of April, 2023,  
by ROBERT "BOB" L. SEELY.



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