

**ARTICLES OF INCORPORATION**  
**OF**

**INTERNATIONAL CENTER FOR COMPASSIONATE CITIES, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a nonprofit corporation (the "Corporation") under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

**ARTICLE I**  
**Name**

The name of the Corporation is **INTERNATIONAL CENTER FOR COMPASSIONATE CITIES, INC.**

**ARTICLE II**  
**Purposes and Powers**

The Corporation is organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code). The Corporation shall receive contributions and fees, and shall distribute its funds for charitable and/or educational purposes. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

Any other provision of these articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributions in furtherance of Section 501(c)(3) purposes; 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 or in opposition to any candidate for public office; and the Corporation shall not carry on any activities denied to: (a) a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

**ARTICLE III**  
**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 2000 PNC Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202. The name of the initial registered agent at that address is SKO - Louisville Services, LLC.

**ARTICLE IV**  
**Principal Office**

The mailing address of the Corporation's principal office is 333 East Main Street Suite 500, Louisville, Kentucky 40202.

**ARTICLE V**  
**Directors**

The Corporation shall be governed by a Board of Directors consisting of not less than four (4) nor more than twenty-two (22) members, the exact number and the terms of each to be set in the manner provided for in the Bylaws. The initial Board of Directors of the Corporation shall consist of four persons who shall serve until the first annual election of Directors or until their successors are elected and qualify. The names and mailing addresses of said directors are:

Thomas M. Williams  
500 West Jefferson Street, Suite 2000  
Louisville, Kentucky 40202

Scott Koloms  
3214 Wren Road  
Louisville, Kentucky 40213

Richard Brown  
1135 Mulberry Street  
Louisville, Kentucky 40217

Sharon Potter  
6 East Mill Place  
Louisville, Kentucky 40222

**ARTICLE VI**  
**Committees**

The Bylaws shall provide for such Committees of the Board of Directors and Advisory Committees as are necessary or appropriate for the proper administration and operation of the Corporation's activities. The Board of Directors of the Corporation may designate and appoint one or more committees each of which must consist of two or more directors, and may designate and appoint advisory committees, as set forth in the Bylaws. Advisory Committees will not have the power to act for the Corporation and members of advisory committees are not required to be directors of the Corporation.

**ARTICLE VII**  
**Officers**

The Bylaws shall provide for such offices as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws.

## **ARTICLE VIII**

### **Bylaws**

The Bylaws for the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

## **ARTICLE IX**

### **Exemption From Liability and Indemnification**

The private property of the directors of the Corporation shall be exempt from liability for any and all debts of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors may be specified in the Bylaws.

## **ARTICLE X**

### **Limitation of Director Liability**

No director shall be personally liable to the Corporation for monetary damages for breach of his duties as a director except for liability:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) For acts or omissions not taken in good faith or which involve intentional misconduct or are known to the directors to be a violation of law; or
- (c) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE XI**

### **Dissolution**

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of, all liabilities of the Corporation, dispose of all corporate assets to such 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 Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), or to such organizations described under Section 170(c)(1) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

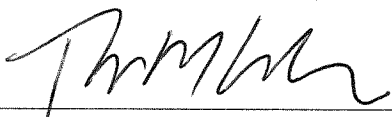
## **ARTICLE XII**

### **Incorporator**

The name and mailing address of the Incorporator is:

Thomas M. Williams  
2000 PNC Plaza, 500 West Jefferson Street  
Louisville, Kentucky 40202

Signed and acknowledged by the Incorporator at Louisville, Kentucky, this 29<sup>th</sup> day of December, 2016.

  
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Thomas M. Williams, Incorporator

**WRITTEN CONSENT OF INITIAL REGISTERED AGENT**

The undersigned, SKO - Louisville Services, LLC, a Kentucky limited liability company, hereby consents to serve as initial registered agent of **INTERNATIONAL CENTER FOR COMPASSIONATE CITIES, INC.**

SKO - LOUISVILLE SERVICES, LLC

By: 

D. Randall Gibson, Manager

**THIS INSTRUMENT PREPARED BY:**



**Thomas M. Williams**  
**Stoll Keenon Ogden PLLC**  
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