

**WESTERN KENTUCKY UNIVERSITY NONPROFIT  
ARTICLES OF INCORPORATION**

**OF**

**THE BARONS HOUSING GROUP, INC.**

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Western Kentucky University Revised Nonprofit Corporation Act, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I – NAME**

The name of the Corporation is THE BARONS HOUSING GROUP, INC.

**ARTICLE II – DURATION**

The corporate existence shall begin on the date upon which these Articles of Incorporation are filed with the Division of Corporations and Commercial Code of the Commonwealth of Kentucky, Department of Commerce, and shall continue perpetually thereafter unless dissolved as provided by law.

**ARTICLE III – PURPOSE**

The Corporation is organized exclusively for qualified social club purposes. The primary purpose for which the Corporation is organized shall be to act as a house corporation, providing services to the Zeta Omega Chapter (Western Kentucky University) of Alpha Tau Omega Fraternity. In this capacity, the Corporation may solicit and receive contributions, purchase, own and sell real and personal property, make contracts, invest corporate funds, spend corporate funds for corporate purposes, and engage in other activities in furtherance of, incidental to, or connected with any of the other Purposes. The Corporation may only own real estate which has been approved for fraternity housing by an authorized representative of Western Kentucky University.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (7) of the Internal Revenue Code, as amended or supplemented.

The Corporation shall have all of the powers given it by the laws of the Commonwealth of Kentucky; provided, however, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c) (7) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE IV – MEMBERS/STOCK**

The Corporation shall have one class of members consisting of individuals who: (a) are alumni of the National Alpha Tau Omega Fraternity, (b) are not active members of the Zeta Omega Chapter (Western Kentucky University) of the Alpha Tau Omega Fraternity, (c) have paid the dues as are from time to time established for membership in the Corporation, and (d) have been elected to membership by the Board of Directors. Each member shall be entitled to one vote on each matter submitted to a vote of the members. The Corporation shall not have any stock.

## **ARTICLE V – BY-LAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By-Laws.

## **ARTICLE VI – DIRECTORS**

The number of directors constituting the initial Board of Directors of this Corporation is five (5). The names and addresses of the persons who are to serve as the initial directors until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Thomas E. Crafton	9011 Anemone Drive, Prospect, Kentucky, 40059.
David W. Jernigan	225 Norman Cir, Greenville, KY 42345
Rex Dugan	115 Woodfield Grn, Danville, IN 46122
Dale Ross	1100 S.E. Sixth Terrace, Pompano Beach, Fl 33060
Carl Dukate	708 N Macewen Dr, Osprey, FL 34229

## **ARTICLE VII – INCORPORATORS**

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Thomas E. Crafton	9011 Anemone Drive, Prospect, Kentucky, 40059.
David W. Jernigan	225 Norman Cir, Greenville, KY 42345

## **ARTICLE VIII – REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office shall be:

% Alber Crafton, PSC  
Hurstbourne Place, Ste. 1300  
9300 Shelbyville Rd.  
Louisville, KY 40222

The Corporation's initial registered agent at such address shall be:

Thomas E. Crafton

I hereby acknowledge and accept appointment as corporate registered agent:

  
\_\_\_\_\_  
Signature

#### **ARTICLE IX – PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be at Western Kentucky University, Bowling Green, Kentucky. The business of this Corporation may be conducted in all counties of the Commonwealth of Kentucky (Western Kentucky University) and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

#### **ARTICLE X – DISTRIBUTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that 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 the purposes set forth in Article III hereof.

#### **ARTICLE XI – DISSOLUTION**

Upon dissolution of this Corporation, if such should ever occur, the assets of the Corporation, after paying or making provision for the payment of all debts and liabilities of the Corporation, shall be transferred to a duly qualified organization organized and operated exclusively for charitable, educational, religious or scientific purposes or as a social club and exempt from taxation under Section 501 (a) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

If National Alpha Tau Omega Fraternity, its successor or assigns is such a duly qualified tax exempt organization at the time of such dissolution, all of such assets shall be transferred to said National Alpha Tau Omega Fraternity, its successor or assigns. If National Alpha Tau Omega Fraternity, its successor or assigns are not in existence or do not qualify for receipt of assets from this Corporation at the time of dissolution of this Corporation, the said assets shall be transferred to a qualified organization exempt from taxation to be selected by the Board of Directors of the Corporation. If no such distribution is made, the assets of the Corporation shall be disposed of by the Third District Court in and for Warren County, Western Kentucky University, to such a duly qualified tax exempt organization.

## ARTICLE XII – EXEMPTION OF PRIVATE PROPERTY

The private property of the directors, officers, and employees of the corporation shall be exempt from all debts, obligations and liabilities of the Corporation of any kind whatsoever and directors, officers, and other volunteers of this Corporation shall not be personally liable in that capacity, for a claim based upon an act of omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If Western Kentucky University law is hereafter changed to mandate or permit further elimination or limitation of the liability of the Corporation's directors, officers, employees, members and volunteers, then the liability of the Corporation's directors, officers, employees, members and volunteers shall be eliminated or limited to the full extent then permitted.

## ARTICLE XIII – AMENDMENTS

These Articles of Incorporation may be amended at any time and from time to time as provided by Western Kentucky University's Revised Nonprofit Corporation Act.

## ARTICLE XIV – CORPORATE SEAL

The Corporation shall not have a corporate seal.

## ARTICLE XV – REMOVAL OF DIRECTORS

A director may be removed from office, with or without cause, at a meeting called specially for that purpose by the affirmative vote of not less than 2/3 of the Board of Directors. Any vacancy created by such removal shall be filled as provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, Thomas E. Crafton, has executed these Articles of Incorporation in duplicate this 16<sup>th</sup> day of October, 2012, and say: That he is an incorporator herein; that he has read the above and foregoing Articles of Incorporation; knows the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters he believes to be true.

  
THOMAS E. CRAFTON, Incorporator

COMMONWEALTH OF KENTUCKY     )  
  )  
JEFFERSON COUNTY                        )     ss:

On this 16<sup>th</sup> day of October, 2012, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Thomas E. Crafton, to me known to be the person named in and who executed the foregoing instrument, and acknowledged that he executed the same as their voluntary act and deed.

My commission expires: 4-13-2013.

Wendy A. Rediker  
Notary Public, Kentucky State-At-Large