

**ARTICLES OF INCORPORATION  
METALS INNOVATION INITIATIVE, INC.**

Pursuant to the provisions of KRS 14A and KRS 273, the undersigned nonprofit corporation adopts the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of the Corporation is Metals Innovation Initiative, Inc.

**ARTICLE II – PURPOSES**

Scientific, educational and charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding Section of any future United States Internal Revenue law), including the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding, provision of any future United States Internal Revenue Law).

The purpose of the corporation is to increase the competency and environmental sustainability of Kentucky's and the United States' metals and advanced materials industry sectors, which may include materials technology developers, materials producers, materials processors, materials users, and materials recyclers. The corporation will facilitate industrial collaboration, identify materials industry needs, provide executive leadership, execute programs, and deliver services for materials innovation, advanced research and development, talent development, technology transfer, and technology commercialization. The corporation facilitates public private partnerships, leveraging resources from both member companies and governmental sources while also promoting collaboration with academic institutions, research and development organizations, workforce development programs, industry support groups, entrepreneurial support programs, economic development bodies, and technology commercialization partners.

The Corporation shall also do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of Kentucky, for the purpose of accomplishing the Corporation's purposes.

The purposes for which this Corporation is organized shall be limited to those which are scientific, educational and charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations of thereunder.

The Corporation shall not engage nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distribution of statements)

any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests and shall not be operated for the benefit of private interests.

### ARTICLE III – REGISTERED AGENT

The name of the registered agent is KB Corporate Services, Inc., and the street address of the Corporation's initial registered office is 1025 State Street, Bowling Green, KY 42101.

### ARTICLE IV – PRINCIPAL OFFICE

The mailing address of the Corporation's principal office is WKU Innovation Campus, 2413 Nashville Road, Suite B8, Bowling Green, KY 42101.

### ARTICLE V – POWERS

The Corporation shall have all the powers granted to nonprofit corporations under the laws of the Commonwealth of Kentucky which are necessary or convenient to affect any and all purposes for which the Corporation is organized. In no event shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501 (c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

### ARTICLE VI – MEMBERS

This Corporation's statement concerning members, including whether this Corporation has members, shall be contained in this Corporation's By-Laws.

### ARTICLE VII – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

## ARTICLE VIII – OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The following persons shall serve as the Corporation's initial Board of Directors and, unless reappointed to serve subsequent terms, shall continue to serve for a period of time no longer than three years from the filing of these Articles of Incorporation:

Mike Buckentin  
6920 Lewisburg Road  
Russellville, KY 42276

Matthew Bedingfield  
4803 Olympia Park Plaza, Suite 3000  
Louisville, KY 40241

Timothy Caboni  
Western Kentucky University, President's Office  
1906 College Heights Blvd.  
Bowling Green, KY 42101

The officers of the Corporation shall be selected by the Board of Directors and shall initially consist of a Chief Executive Director and Treasurer. Each officer shall serve for a term as set forth in the By-Laws, and all Officers may be reappointed to serve subsequent terms.

In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for unexpired term.

## ARTICLE IX – INCORPORATOR

The incorporator is Laura M. Hagan, and her address is 1025 State Street, Bowling Green, KY 42101.

## ARTICLE X – BY-LAWS

The By-Laws of the corporation shall be approved by a majority vote of the Board of Directors and thereafter may be altered or rescinded by a majority vote of the Board of Directors.

## ARTICLE XI – AMENDMENTS TO THE ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto. Such amendments must be approved by the Board of Directors as set forth in the Corporation's By-Laws. No amendment shall be allowed

which would in any way jeopardize the corporation's tax exemption under 501 of the 1954 Internal Revenue Code or its successors.

## ARTICLE XII – DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to an organization (or organizations) that is (or are) organized and operated for scientific or educational purposes and is (or are) tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. The recipient organization (or organizations) shall be and approved by the Board of Directors.

Executed by the Incorporator on July 6<sup>th</sup>, 2022.

METALS INNOVATION INITIATIVE, INC.



Laura M. Hagan, Incorporator

I, KB Corporate Services, Inc., consent to serve as the registered agent on behalf of the Corporation.

KB CORPORATE SERVICES, INC.



Scott A. Bachert, President

PREPARED BY:



LAURA M. HAGAN

KERRICK BACHERT PSC

1025 State Street

Bowling Green, KY 42102-9547