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ADD**Michael G. Adams**
Kentucky Secretary of State
Received and Filed:
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Fee Receipt: \$8.00**ARTICLES OF INCORPORATION
OF****FIESTA NKY, Inc.
a Kentucky Non-Stock, Nonprofit Corporation**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Incorporator hereby executes these Articles of Incorporation for the purpose of forming and does hereby form a nonprofit corporation under Chapter 273 of the Kentucky Revised Statutes, in accordance with the following provisions:

ARTICLE I

This corporation shall be named and known as **FIESTA NKY, Inc.** (hereinafter the "Corporation"), by which name it may contract and be contracted with, sue and be sued, and carry on business consistent with its purposes and powers.

ARTICLE II

The principal office of the Corporation shall initially be located at **3281 Mitchell Court, Burlington, KY 41005**. Its registered address shall be **3281 Mitchell Court, Burlington, KY 41005** and its agent for service of process at that address shall **Theresa Cruz**.

ARTICLE III

The Corporation shall be a nonprofit organization, with no capital stock and from which no private pecuniary profit shall ever be derived by any director, officer or other person, except such compensation as may be allowed for services actually rendered to the Corporation. The income of the Corporation shall be devoted solely to its charitable objectives.

ARTICLE IV

The Corporation shall be organized exclusively for charitable, educational, and religious purposes, including, for such purposes, to receive and maintain fund or funds of personal property, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by

contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the regulations thereunder (or the corresponding provision of any future United States Internal Revenue Law), including but not limited to the rendering of charitable services to the Hispanic community of Greater Cincinnati and Northern Kentucky. Further, any and all such things and acts in and incidental to the conduct of such activities as are useful, necessary, proper and lawful, are declared purposes.

ARTICLE V

The duration of the Corporation shall be perpetual.

ARTICLE VI

The Corporation shall have the power:

- (a) To purchase, lease, receive, own and to sell, donate, and convey real and personal property of all kinds necessary or desirable to achieve the purposes of the Corporation.
- (b) To receive donations and charitable contributions and use such in a manner consistent with the purposes of the Corporation.
- (c) To do any and all other lawful acts reasonably necessary to carry out the purposes of the Corporation.

ARTICLE VII

The business and affairs of the Corporation shall be governed and conducted by a Board of Directors. The Board of Directors shall initially consist of **four (4)** Directors which shall be appointed in accordance with the Bylaws. The Board of Directors shall have full power and authority to adopt all necessary regulations and Bylaws for the Corporation. Notwithstanding the foregoing, the names of the initial Directors, who shall serve until the first annual election of Directors and until their successors are elected and qualified, are as follows:

Theresa Cruz 3281 Mitchell Ct. Burlington, KY 41005	Abel Velez 3281 Mitchell Ct. Burlington, KY 41005	Julie Luebbers 3044 Edge Mar Dr. Edgewood, KY 41017	Ashleigh Dubois 3990 Yearling Ct. #7 Cincinnati, OH 45211
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ARTICLE VIII

The name of the Incorporator is **Theresa Cruz** and her address is **3281 Mitchell Court, Burlington, KY 41005**.

ARTICLE IX

The Corporation shall have no members or shareholders and shall be managed by the Board of Directors and Officers, subject to these Articles and the Bylaws.

ARTICLE X

Each person who is or was a 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 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 expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director, officer, or employee or arising out of such person's status as a director, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any 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 if such indemnification would be prohibited by law.

Such right of indemnification shall 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; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article X shall not affect any rights or obligations then existing. If any

indemnification payment required by this article is not paid by the Corporation within Ninety (90) calendar days after a written claim has been received by the Corporation, the director, officer, or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim, subject to this Article X.

The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Act or under this Article X, but it shall not be obligated to do so. The indemnification provided by this Article X shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any By-Law, agreement, statute, vote of members or Board of Directors, or otherwise. If this Article X or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article X that shall not have been invalidated or by any other applicable law. The indemnity described in this Article X shall not apply if the applicable claim arose under a negligent or intentionally harmful act of an otherwise indemnified individual or entity.

ARTICLE XI

Notwithstanding the provisions of Article X, the private property of the members of the Board of Directors of this Corporation shall be exempt from liability for any and all debts of the Corporation.

ARTICLE XII

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 in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- (c) For any transaction from which the director derives an improper personal

benefit.

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

ARTICLE XIII

The Articles of Incorporation may be altered or amended by a majority vote of the Board of Directors, at any time it may desire by signing, executing, acknowledging and recording such amendments in the manner required by law.

ARTICLE XIV

(a) Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a charitable entity determined upon dissolution by the Board of Directors, established for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), 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.

(c) 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 and to make payments and distributions in furtherance of the purposes set forth in Article IV of these Articles of Incorporation.

(d) 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 a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) In any taxable year as described in Section 509(a) of the Internal Revenue Code, the Corporation (a) shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (d) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand this **10th** day of **July, 2023**.

Theresa Cruz

**THERESA CRUZ
INCORPORATOR**

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of Chapter 273 of the Kentucky Revised Statutes, the undersigned as the initial registered agent identified in Article II of the Articles of Incorporation of **FIESTA NKY, 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 the Kentucky Non-Profit Corporation Act.

INITIAL REGISTERED AGENT

Theresa Cruz

THERESA CRUZ