

**Commonwealth of Kentucky**  
**Michael G. Adams, Secretary of State**

Michael G. Adams  
Secretary of State  
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**Articles of Incorporation**  
**Non-profit Corporation**

**NAI**

NAOI  
1441791.09  
Michael G. Adams  
Secretary of State  
Received and Filed  
3/26/2025 12:00:00 AM  
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**Please Note:** This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation. Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the nonprofit corporation is

**CAMP BEACON Co.**

Article II: The purpose of the nonprofit corporation is **Summer Camp**

Article III: The name of the initial registered agent is

**Mason Hugo Kalinsky**

and the street address of the entity's initial registered office in Kentucky is

**389 Waller Ave Ste 100, Lexington, KY 40504**

Article IV: The mailing address of the entity's principal office is

**389 Waller Ave Ste 100, Lexington, KY 40504**

Article V: The number of directors constituting the initial board of directors is **7**

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

<b>Director</b>	Melissa Benson	302 Richmond Ave, Nicholasville, KY 40356
<b>Director</b>	Nicole Murphy	2647 Braden Way, Lexington, KY 40509
<b>Director</b>	Kaleb Grey	885 Glasford SQ, Lexington, KY 40515
<b>Director</b>	Serenity Johnson	148 Kentucky Cir, Radcliff, KY 40160
<b>Director</b>	Carmen Wampler-Collins	829 Darley Drive, Lexington, KY 40505
<b>Director</b>	Jordan Clay-Tucker	433 Tobiano Dr, Lexington, KY 40475
<b>Director</b>	Alex Fortner	614 Cottage Lane, Murray, KY 42071

Article VI: The name and mailing address of the incorporator is as follows:

<b>Incorporator</b>	Mason Kalinsky	1550 Trent Blvd Apt 1115, Lexington, KY 40515
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Additional articles not inconsistent with law may be stated in the space below.

**NONMEMBERS**  
**BYLAWS OF CAMP BEACON**  
**AKentucky Nonstock, Nonprofit Corporation**

## ARTICLE 1. PURPOSE

The purposes for which Camp Beacon, a Kentucky nonstock, nonpro ("Corporation"), is formed, are set forth in Article 1 of the Articles of Incorporation, as stated and hereafter amended. Camp Beacon, Kentucky's summer camp for ages 13-17, aims to provide a safe, fun, and affirming community while providing a typical camp experience at no cost to participants. Additionally, Camp Beacon conducts outreach to youth in rural Kentucky and networks with existing grassroots organizations to promote education around LGBTQ+ issues year-round.

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## ARTICLE 2. OFFICES

Corporation's principal office shall be in Lexington, Fayette County, Commonwealth of Kentucky. Corporation may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Directors may, from time to time, determine or the business of Corporation may require.

## ARTICLE 3. AFFILIATION

Corporation, upon approval of its directors, may affiliate with any other local, state or national organizations that share a common purpose with it.

## ARTICLE 4. REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS

- 4.1. The registered office in Kentucky, and the registered agent at such office, upon whom any process, notice or demand required or permitted by law to be served upon Corporation shall be served, shall be as stated in the Articles of Incorporation or as subsequently changed by resolution of the Board of Directors and an amendment to the Articles of Incorporation.
- 4.2. The registered office may be, but need not be, the same as Corporation's principal office in the Commonwealth of Kentucky.

## ARTICLE 5. POLICIES

- 5.1. Corporation shall be noncommercial and nonpartisan.
- 5.2. Corporation shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers, if any, as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.
- 5.3. Corporation, its name, or the name of any of its directors, officers, or members, in their corporate capacities, shall not be associated with any commercial or partisan interest or concern or any purpose contrary to the objectives or purposes of Corporation.
- 5.4. Corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the purposes and objectives of Corporation, but no individual shall legally bind Corporation without proper authorization of the Board of Directors of Corporation.

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## **ARTICLE 6. SEAL**

Corporation may acquire a corporate seal, which will be in such form as approved by the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided, however, that the use of the corporate seal is not required to validate any writing or document to which Corporation is a signatory or party.

## **ARTICLE 7. MEMBERSHIP**

Corporation shall operate without members. The Board of Directors shall exercise all powers and duties customarily vested in members.

## **ARTICLE 8. DIRECTORS**

**8.1. Number, Term of Office, Qualifications.** The business and affairs of Corporation shall be managed and administered by a Board of Directors comprised of 7 directors. The number of directors shall be fixed from time to time by resolution of the members. Until otherwise changed as herein provided, the number of directors which shall constitute the Board of Directors shall be as provided in the Articles of Incorporation. Each director shall hold office until the next succeeding annual meeting of members or until a successor is elected and qualified, or until death, or until such director resigns or has been removed from office in the manner permitted by law. However, a director need not be a resident of Kentucky nor a member of Corporation.

A director shall be limited to serving a term of no more than three (3) years in a row, and after serving three (3) years, shall be required to take a break of no less than one (1) year before reapplying to join the board. The exception is the initial Executive Committee, who shall be allowed to serve no more than five (5) years in a row. After serving five (5) years, they shall be required to take a break of no less than one (1) year before reapplying to join the board, and after that, they shall serve no more than three (3) years in a row.

**8.2. Vacancies.** Whenever there is a vacancy on the Board of Directors by reason of death, resignation or increase in the number of directors or otherwise, it shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. The director(s) so appointed shall hold office until the next succeeding meeting of members and until a successor shall have been elected and qualified.

### **8.3. Removal of Directors.**

A director can be removed during a Board meeting by a vote of 4 out of the 7 Board members.

**8.4. Quorum.** A majority of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**8.5. Meetings.** The directors may hold their meetings, regular or special, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing of all the directors. Regular meetings may be held without notice at such time and place as shall, from time to time, be determined by the Board of Directors. The Board of

**8.6. Action Without Meeting.** Whenever any action by the directors at a meeting is required or permitted to be taken by law or the Articles of Incorporation or the Bylaws, such action may be taken without a meeting if a written consent, which sets forth the action so taken, is signed by all the directors. Such action shall have the same effect as a unanimous vote.

**8.8. Fundraising. Each Director shall be responsible for bringing \$500 of value annually to the Corporation. This requirement may be satisfied by:**

- Adonation of \$500 to the Corporation**
- Hosting an event that raises \$500 for the Corporation**
- Working at events for 20 hours (approximately \$25 an hour) - not including attendance at camp**
- Providing services (legal services, accounting services, etc) of a value of \$500**
- Acombination therein**

**8.10. Representation.** It is important to Camp Beacon that the Board of Directors comprises Directors that represent the demographics of the campers that the Corporation serves, through region, race, ability status, gender, and socioeconomic status. It is also important that the Board of Directors comprises people of a variety of ages and lived experiences. To that end, one director on the Board of Directors shall be no older than twenty-five (25) years old at the beginning of their term.

**8.12. Non-Disclosure Agreements and Arbitration Agreements.** Because of the sensitive nature of the LGBTQ community, it is an expectation that all of the board members and volunteer staff sign a non-disclosure agreement and an arbitration agreement in order to protect the confidentiality of Camp Beacon and the campers.

## ARTICLE 9. OFFICERS

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**9.1. Number, Term of Office.** The officers of Corporation shall be elected by the Board of Directors and may, but need not, consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer, each of whom shall hold office until a successor is elected or until death or until such other resigns or shall have been removed as herein provided. Any two of the designated offices may be held by the same individual. In the absence of the appointment of other officers, the Corporation shall operate with a President, Secretary and Treasurer.

**9.2. Annual Election, Qualification.** The Board of Directors, at its first annual meeting, shall elect each year a President, one or more Vice-Presidents, a Secretary and a Treasurer, each of whom must be at least eighteen years of age; however, none of whom need be a director of the Board of Directors. Any individual member who possesses the personal skills and attitudes necessary to perform the assigned duties and has served for two years as an active and capable member of a Corporate Committee, shall be eligible to be an officer.

**9.3. Subordinate Officers.** The Board of Directors may appoint other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors determine. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.

**9.4. The President.** The President shall be the chief executive officer of Corporation and shall control the business, affairs and property of Corporation, and shall have charge over its officers. The President shall preside at all meetings of the members and of the Board of Directors at which he shall be present. The President may sign all certificates, contracts, obligations and other instruments of Corporation and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned by these Bylaws or by the Board of Directors. The officers of Corporation shall be responsible to the President for the proper and faithful discharge of their several duties, and shall make such reports to the President as may from time to time be required. The President shall develop and plan organizational activities, administer the operations of the Corporation, represent the Corporation externally, serve as the presiding officer at membership meetings, as ex-officio member of all committees (except the nominating committee) and as appointor of all committees, with the approval of the Board of Directors.

**9.5. The Vice President.** The Vice President(s) shall perform all duties incumbent upon the President during any absence or disability of the President, and perform such other duties as required by these Bylaws or as the Board of Directors may prescribe.  
Avacancy in the office of President shall be filled by the Vice President.

**9.6. The Secretary.** The Secretary shall:  
Keep the minutes of the meetings of the members and the Board of Directors, and cause such minutes to be recorded in the books provided for that purpose;  
See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;  
Be custodian of the records of Corporation and the Board of Directors;  
See that all books, reports, statements, certificates and the other documents and records required by law to be kept or filed are properly kept or filed; and  
In general, perform all duties and have all powers incident to the office of the Secretary and do

and perform such other duties and may exercise such other powers as from time to time may be assigned to him by these Bylaws and by the President.

**9.7. The Treasurer. The Treasurer shall:**

Have supervision over the funds, securities, receipts and disbursements.

Cause to be kept correct books of account of all the business and transactions.

Render to the Board of Directors and the President, whenever requested, an account of the financial condition of Corporation and of any financial transactions entered into as Treasurer; and

In general, perform all duties and have all powers incident to the office of the Treasurer and do and perform such other duties and may exercise such other powers as from time to time may be assigned to the Treasurer by these Bylaws, by the Board of Directors, and by the President.

**9.8. Removal of Officers.** Any officer or agent may be removed with or without cause by the vote of a majority of the Board of Directors whenever in the Board's judgment the best interests of Corporation will be served by such removal.

**ARTICLE 10. COMMITTEES**

**10.1. Executive Committee.** The Board of Directors shall appoint each year two members of the Board of Directors and the President to the Executive Committee. The Executive Committee will also include the Camp Director and a member from each of the teams of Camp Beacon, who will attend Executive Committee meetings but not formally vote.

The Executive Committee shall appoint the employees to operate the business of Corporation. The Executive Committee may act on behalf of Corporation in any matter where the Board of Directors either authorize or ratify its action at each regular or special meeting called for that purpose.

**10.2. Other Committees.** The Board of Directors may at any time appoint standing committees to consist of as many members as seems advisable. The members of the Committee shall hold office until the appointment of their successors.

**10.3. Committee Quorum.** A majority of any committee of Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

**10.4. Committee Vacancies.** The Board of Directors shall have the power to fill vacancies in the committees.

**ARTICLE 11. ADVISORY COUNCIL**

**11.1. Composition.** The Advisory Council shall be composed of the volunteers who work to put on camp and fundraise for it.

**11.2. Responsibility.** The Advisory Council shall have the responsibility for reviewing, evaluating and making suggestions regarding the corporation's progress in fulfilling its stated purposes. The Advisory Council shall act as advisors to the Board of Directors and shall meet at the call of the Board of Directors.

**ARTICLE 12. RESIGNATIONS**

**Directors, Officers, Committee Members.** Any director, officer or committee member may resign

their office at any time, such resignation to be made in writing and to take effect of its acceptance by Corporation. The acceptance of a resignation shall be effective.

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### **ARTICLE 13. BOOKS AND RECORDS**

**13.1. Books and Records.** Corporation shall keep correct and complete books and records of account and minutes of the meetings of the members and Board of Directors.

**13.2. Right to Examine Books and Records.** Directors shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, Corporation's relevant books and records of account, minutes, and record of members and to make abstracts therefrom all as permitted by, and subject to the limitations of, Kentucky Revised Statutes section 273.233 as now stated and as hereafter amended.

### **ARTICLE 14. FISCAL YEAR**

**Fiscal Year.** The fiscal year shall begin the 1st day of January of each year.

### **ARTICLE 15. LOANS TO DIRECTORS, OFFICERS OR MEMBERS**

**Prohibition of Loans.** In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, Corporation shall not lend money to or use its credit to assist its directors, officers, or members.

### **ARTICLE 16. PROTECTION FROM LIABILITY**

**Indemnification.** Corporation agrees to indemnify any director or officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

### **ARTICLE 17. AMENDMENT**

**Amending Bylaws.** These Bylaws may contain any provision for the regulation and management of the affairs of Camp Beacon not inconsistent with law or the Articles of Incorporation. These Bylaws may be amended, altered or repealed in any manner, not inconsistent with the Articles of Incorporation or with the laws of the Commonwealth of Kentucky, at any meeting of the Board of Directors, subject to the approval of the members, provided that notice of the proposed change is given in the notice of the meeting. In the event of any such alteration or amendment, the Board of Directors shall notify the members thereof within thirty (30) days of such alteration or amendment or prior to the next scheduled members' meeting, whichever first occurs.

**These Bylaws approved and accepted March 25, 2025 by the Initial Board of Directors of Camp Beacon.**

This filing will be effective on **Wednesday, March 26, 2025.**

I declare under penalty of perjury under the laws of the State of  
Kentucky that the foregoing is true and correct.  
Signature of individual signing on behalf of In  
**Hugo Kalinsky**

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I, **Mason Hugo Kalinsky**, consent to serve as the Registered  
Agent on behalf of this entity on Wednesday, March 26, 2025.

