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NAOI**Michael G. Adams**
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF
MAMMOTH MUSIC AND ART, INC.

The undersigned, desiring to form a nonprofit corporation under the provisions of the KRS 14A and KRS 273, the undersigned applies to qualify and does hereby adopt the following Articles of Incorporation:

ARTICLE 1

Name of Corporation

The name of the corporation is Mammoth Music and Art, Inc. (the “Corporation”).

ARTICLE 2

Purposes and Powers

The Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c) of the Internal Revenue Code, as amended (the “Code”). The particular purpose of the Corporation is to create a vibrant music and arts event that celebrates the spirit of Newport as a premiere entertainment district, fostering community connection, promoting local businesses, and showcasing the diverse talents of artists. Through engaging performances, interactive activities, and a welcoming atmosphere, we aim to enrich the cultural landscape of our city while providing a memorable experience for visitors of all ages.

The Corporation is also authorized to do any and all things, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of KRS 273, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 501(c) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 2 hereof. 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 any political campaign on behalf of, or in opposition to, any candidate for public office. 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)(4) of the Code.

ARTICLE 3

Duration

The Corporation shall have perpetual duration.

ARTICLE 4

Initial Board of Directors

The business and affairs of the Corporation shall be governed by an initial Board of Directors, and the number of directors constituting the initial Board of Directors is four (4). The names and addresses of the initial Board of Directors are:

David Dalton, 120 Bramble Ave, Highland Heights, Ky 41076

Jim Guthrie, 543 East Fourth Street, Newport, KY 41071

Morella Raleigh, 111 East Sixth Street, Newport, KY 41071

Greg Tulley, 712 Overton Street, Newport, KY 41071

ARTICLE 5

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 109 East Fourth Street, Covington, Kentucky 41011 and the name of the initial registered agent at such address is Loren VanDyke Wolff.

ARTICLE 6

Principal Office

The mailing address of the principal office of the Corporation is 543 East Fourth Street, Newport, Kentucky 41071.

ARTICLE 8

Distribution of Assets Upon Dissolution

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(b) All of the remaining assets shall be distributed to some other nonprofit corporation performing similar purposes and having similar objectives as the Corporation, provided that such corporation is then organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code at the time of dissolution as determined by the Board of Directors.

ARTICLE 9

Incorporator

Loren VanDyke Wolff whose address is 109 East Fourth Street, Covington, KY 41011 is the sole incorporator of the Corporation.

I, Loren VanDyke Wolff consent to serve as the registered agent on behalf of the corporation.



Loren VanDyke Wolff, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of August, 2024.



Loren VanDyke Wolff, Incorporator