

State of Kentucky**ARTICLES OF INCORPORATION**

Pursuant to the Kentucky Nonprofit Corporation Acts (the "Acts"), the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE I**Name**

The name of the nonprofit corporation is:

Kentucky-Tennessee Society of American Foresters, Inc.

ARTICLE II**Purpose**

The purposes of the corporation shall be to advance sustainable management of forest resources through science, education, and technology, promoting professional excellence while ensuring the continued health, integrity, and use of forests to benefit society in perpetuity.

The corporation is a charitable organization and shall be operated exclusively for such purposes and shall exercise those powers consistent therewith granted to non-profit corporations by the laws of Kentucky, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Code.

ARTICLE III**Registered Agent**

A. The name of the registered agent is:

Paracorp Incorporated

B. The street address of the corporation's initial registered office in Kentucky is:

828 Lane Allen Road, #219, Lexington, KY, 40504

C. The registered agent's written consent to the appointment is attached herein as Exhibit A.

ARTICLE IV
Principal Office

The mailing address of the corporation's principal office is:

Department of Forestry and Natural Resources
College of Agriculture, Food and Environment | University of Kentucky
105 T.P. Cooper Building, 730 Rose Street
Lexington KY 40546-0073

ARTICLE V
Directors

- A. The number of directors constituting the initial board of directors is: Four
- B. The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Kimberly Burch, Chair
Department of Forestry and Natural Resources
College of Agriculture, Food and Environment | University of Kentucky
105 T.P. Cooper Building, 730 Rose Street
Lexington KY 40546-0073

Kathryn Fitzsimmons
Department of Forestry and Natural Resources
College of Agriculture, Food and Environment | University of Kentucky
105 T.P. Cooper Building, 730 Rose Street
Lexington KY 40546-0073

Nicole Nunley
Department of Forestry and Natural Resources
College of Agriculture, Food and Environment | University of Kentucky
105 T.P. Cooper Building, 730 Rose Street
Lexington KY 40546-0073

Alanna Crowley
Department of Forestry and Natural Resources
College of Agriculture, Food and Environment | University of Kentucky
105 T.P. Cooper Building, 730 Rose Street
Lexington KY 40546-0073

ARTICLE VI
Incorporator

- A. The name of the incorporator is:

Society of American Foresters

- B. The mailing address of the incorporator is:

2121 K Street NW, Suite 315, Washington, D.C. 20037

ARTICLE VII
Effective Date

This application will be effective upon filing.

Article VIII
Members

- A. The corporation shall have one member within the meaning of Section 273.161(7) of the Acts. As of the date of filing of these Articles of Incorporation, the sole member of the corporation shall be the Society of American Foresters (National), a District of Columbia nonprofit corporation (the "Corporate Member" or "SAF"). The Corporate Member shall have those rights and powers specified in these Articles of Incorporation and the Bylaws.
- B. The corporation will refer to persons other than the Corporate Member as members of the corporation. Notwithstanding the corporation's references to these other persons as members, they shall not be considered "members" for the purposes of the Acts and only the Corporate Member shall be a "member" within the meaning of Section 273.161(7) of the Acts and other provisions of the Acts.

Article IX
Distributions Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer any remaining assets to SAF, as long as SAF is active and in good standing as a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provisions of any future United States Internal Revenue Code. If SAF is not active and in good standing, or declines the assets of the corporation, then the Board of Directors shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the

time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine.

Article X

Prohibited Activities

Notwithstanding any other provisions of these articles, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 these Articles of Incorporation. 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 (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the 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 Code, or the corresponding section of any future federal tax code.

[Signature Page Follows]

IN WITNESS WHEREOF, I, the undersigned, declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct. I have hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Kentucky, and certify I have executed these Articles of Incorporation this 28th day of March, 2023.

INCORPORATOR:

Terry T Baker

Terry T Baker (Mar 28, 2023 12:07 EDT)

Society of American Foresters (National),
Incorporator

By: Terry Baker

Its: Chief Executive Officer

Exhibit A
Registered Agent's Consent to Appointment

State of Kentucky

CONSENT TO APPOINTMENT AS REGISTERED AGENT

Paracorp Incorporated hereby consents to serve as the registered agent on behalf of the Kentucky-Tennessee Society of American Foresters, Inc., a Kentucky nonprofit corporation.

I, the undersigned, certify that I have executed this Consent to Appointment as Registered Agent this 25TH day of APRIL, 2023.

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

REGISTERED AGENT:



Paracorp Incorporated

By: ABIGALE PETERSON

Title: ASST. SECRETARY.