

**ARTICLES OF INCORPORATION
OF
BOX PRESS SOCIETY, INC.**

I, the undersigned, acting as incorporator of a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 *et seq.*), with all the rights, privileges and immunities of a corporation organized for nonprofit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (hereinafter, the "Code"), or its successor provisions, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Box Press Society, Inc. (the "Corporation").

ARTICLE II

Purpose and Powers

- (1) The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:
 - (a) In general, the Corporation is irrevocably dedicated to and is organized and operated exclusively for pleasure, recreation, and other nonprofitable purposes as specified under section 501(c)(7) of the Code, or the corresponding section of any future federal tax code;
 - (b) In particular, the Corporation is dedicated to the enjoyment of cigars and other activities for the morale, welfare and benefit of its members.
- (2) In carrying out its purposes, the Corporation shall have all powers allowed corporations by the Kentucky Nonprofit Corporations Act (KRS 273.161 *et seq.*); provided, however:
 - (a) The Corporation is not organized and shall not be conducted for profit, and no part of its net revenues or earnings shall inure to the benefit of any 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 II hereof;
 - (b) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends;
 - (c) 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 any candidate for public office;
 - (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 by a corporation exempt from federal income tax under section 501(c)(7) of the Code, or the corresponding section of any future federal tax code.

ARTICLE III

Duration

The Corporation shall have perpetual duration.

ARTICLE IV

Members

The Corporation shall have one class of members. The number of members is to be set from time to time by the Board of Directors but shall not exceed 200. A single membership entitles one member to participate in activities sponsored by the Corporation. All members must be at least 21 years of age. Members are entitled to attend all meetings, functions and activities of the Corporation, including Board meetings. Each Member is entitled to a single vote in the election of Board members and on other business of the Corporation consistent with its Bylaws.

The members of the Corporation shall consist of the directors of the Corporation (named in Article VI hereof) and of such other persons as shall be admitted to membership in the Corporation pursuant to its Bylaws.

ARTICLE V

Board of Directors

- (1) The business and affairs of the Corporation are to be conducted by a Board of Directors of not less than five (5) nor more than nine (9) members, the number to be set from time to time by the Board of Directors.
- (2) The term of office of each director shall be as provided in the Bylaws. Each director so elected shall hold office for said term and until such director's respective successor shall have been duly elected and shall have accepted office.
- (3) A director may be removed from office during such director's term as provided in the Bylaws.
- (4) The annual meeting of the Corporation's Board of Directors shall be held at such time and place as may be provided in the Bylaws.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors is six (6), each person to serve until the first annual meeting of the Board of Directors and until such director's successor in office is elected and shall qualify. The name and mailing address of each person who is to serve as an initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hanna Mikhail Albina	3398 Overbrook Drive Lexington, KY 40502
Theodore J. Dawson	3868 Grassy Creek Dr. Lexington, KY 40514
James Scott Ducker	2016 Payne's Landing Blvd Georgetown, KY 40324
D. Tyler Roberts	PO Box 3601 Midway, KY 40347
Roger Brett Short	1369 Corona Drive Lexington, KY 40514
Keith Winstead	655 Pekin Pike Wilmore, KY 40390

ARTICLE VII

Registered Office; Registered Agent

The street address of the initial registered office of the Corporation is 301 E Main Street, Suite 1000, Lexington, KY 40507, and the name of its initial registered agent at such office is D. Tyler Roberts.

ARTICLE VIII

Principal Office

The mailing address of the principal office of the Corporation is 301 E Main Street, Suite 1000, Lexington, KY 40507.

ARTICLE IX

Indemnification of Directors and Officers

- (1) To the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable law, but only to the extent not in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall indemnify and may advance expenses to any director, officer, employee, or agent of the Corporation who is, was, or is threatened to be made a defendant or respondent to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation (hereinafter a "Proceeding").
- (2) In addition to the foregoing, the Corporation shall, by action of the Board of Directors, have the power to indemnify and to advance expenses to any director, officer, employee, or agent of the Corporation who is, was, or is threatened to be made a defendant or respondent to any Proceeding, in such amounts, on such terms and conditions, and based upon such standards of conduct as the Board of Directors may deem to be in the best interests of the Corporation.
- (3) Neither the amendment nor repeal of this Article shall affect any right or protection of a director, officer, employee, or agent of the Corporation with respect to any act or omission which occurred prior to such amendment or repeal.
- (4) The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors, or otherwise.

ARTICLE X

Limitation of Director Liability

- (1) A director shall not be liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duties as a director unless such act or omission:
 - (a) Is one in which the director has a personal financial interest that is in conflict with the financial interests of the Corporation;
 - (b) Is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; or
 - (c) Is one from which the director derived an improper personal benefit.
- (2) Neither the amendment nor repeal of this Article shall affect the liability of any director of the Corporation with respect to any act or failure to act which occurred prior to such amendment or repeal.
- (3) This Article is not intended to eliminate or limit any protection otherwise available to the directors of the Corporation.

ARTICLE XI

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, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine or be distributed to such organization or organizations organized and operated exclusively as social and recreation clubs or for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(7) or § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

ARTICLE XII

Amendment of Articles

These Articles may be amended by vote of a majority of the Board of Directors then in office provided that notice of the proposed amendment is contained in the notice of the meeting of the Board of Directors.

ARTICLE XIII

Incorporator

D. Tyler Roberts, whose mailing address is 301 E Main Street, Suite 1000, Lexington, Kentucky 40507, is the sole incorporator of the Corporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator, effective this 4 day of August, 2020.


D. Tyler Roberts, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.


D. Tyler Roberts, Registered Agent