

1199494.09mmullins
ADD**Michael G. Adams**
Kentucky Secretary of State
Received and Filed:
3/29/2022 11:42 AM
Fee Receipt: \$8.00**ARTICLES OF INCORPORATION****OF****THE CHARLES AND ELIZABETH BARR FOUNDATION, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a nonprofit corporation (the "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 within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

ARTICLE I**Name**

The name of the Corporation is **The Charles and Elizabeth Barr Foundation, Inc.**

ARTICLE II**Purposes and Powers**

The Corporation is organized and operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code). The Corporation shall receive contributions and fees, and shall distribute its funds for charitable, religious and educational purposes. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

Any other provision of these articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributions in furtherance of Section 501(c)(3) purposes; 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 public office; and the Corporation shall not carry on any activities denied to: (a) a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

Notwithstanding any provision of these Articles, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in Section 509 or Section 4942 of the Code, then the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation shall not engage in any act of "self-dealing" as

defined in Section 4941(d) of the Code; the Corporation shall not purchase nor retain any "excess business holdings" as defined in Section 4943(c) of the Code; the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE III

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 3114 Boxhill Lane, Louisville, KY, 40222. The name of the initial registered agent at that address is Dr. Charles C. Barr.

ARTICLE IV

Principal Office

The mailing address of the Corporation's principal office is 3114 Boxhill Lane, Louisville, KY 40222.

ARTICLE V

Directors

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than five (5) members, the exact number and the terms of each to be set in the manner provided for in the Bylaws. The initial Board of Directors of the Corporation shall consist of four (4) persons who shall serve until the first annual election of Directors or until their successors are elected and qualify. The names and mailing addresses of said directors are:

Dr. Charles C. Barr
3114 Boxhill Lane
Louisville, KY 40222

Elizabeth E. Barr
3114 Boxhill Lane
Louisville, KY 40222

Elizabeth B. Fawell
19 West Kirke
Chevy Chase, MD 20815

Charles M. Barr
2737 NE 31st Avenue
Portland, OR 97212

ARTICLE VI

Officers

The Bylaws shall provide for such officers and committees as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws.

ARTICLE VII

Bylaws

The Bylaws for the Corporation shall be adopted, and may be amended or repealed, by the

Board of Directors.

ARTICLE VIII

Exemption From Liability and Indemnification

The private property of the directors of the Corporation shall be exempt from liability for any and all debts of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors may be specified in the Bylaws.

ARTICLE IX

Limitation of Director Liability

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

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

ARTICLE X

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon the authorization of dissolution of the Corporation, the Board of Directors shall file Articles of Dissolution with the Secretary of State, along with a copy of the Plan of Distribution itemizing which of the Corporation's assets will be distributed or conveyed, with a request to the Secretary of State to forward a copy of the Articles of Dissolution to the Secretary of Revenue.

The Corporation's dissolution will be effective upon the filing of the Articles of Dissolution; however, the existence of the Corporation will continue after the filing of the Articles of Dissolution for the sole purpose of winding up and liquidating the Corporation's business. The dissolution of the Corporation does not "abate or suspend" the rule of limited liability otherwise enjoyed by the Directors, Officers, or other interested parties having limited liability.

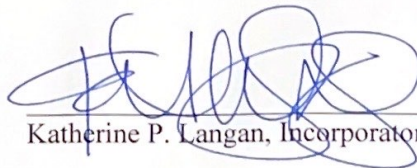
Winding up and liquidating the Corporation's business include paying or making provision for payment of all liabilities of the Corporation, disposing of all corporate assets to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), or to such organizations described under Section 170(c)(1) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

ARTICLE XI Incorporator

The name and mailing address of the Incorporator is:

Katherine P. Langan
Stoll Keenon Ogden PLLC
500 West Jefferson Street
Suite 2000
Louisville, Kentucky 40202

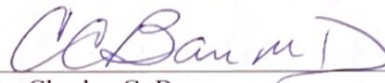
Signed and acknowledged by the Incorporator at Louisville, Kentucky, on this
the 23 day of March, 2022.



Katherine P. Langan, Incorporator

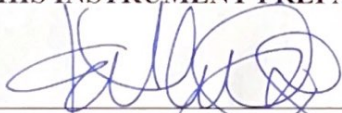
WRITTEN CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Dr. Charles C. Barr, a Kentucky resident, hereby consents to serve as initial registered agent of this company.



Dr. Charles C. Barr

THIS INSTRUMENT PREPARED BY:



Katherine P. Langan
Stoll Keenon Ogden PLLC
500 West Jefferson Street
Suite 2000
Louisville, KY 40202-2874
(502) 333-6000

126897.172385/8716154.1