

**1376294.09**mmore  
ADD**Michael G. Adams**  
**Kentucky Secretary of State**  
Received and Filed:  
7/3/2024 1:59 PM  
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION  
OF  
LOUISVILLE ECONOMIC DEVELOPMENT ALLIANCE,**

The undersigned Incorporator, Kimberly Halbauer, executes these Articles of Incorporation for the purpose of forming and does hereby form 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 purposes consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or its successor provisions, in accordance with the following provisions:

**ARTICLE I**

Name

The name of the corporation is Louisville Economic Development Alliance, Inc. (the "Corporation").

**ARTICLE II**

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, including the restrictions on those powers, are as follows:

(a) The Corporation is organized for the purpose of promoting the common economic interests of all the commercial enterprises located or doing business in Jefferson County, Kentucky, within the meaning of Section 501(c)(6) of the Code. In order to fulfill this purpose, the Corporation will:

(i) collaborate with Kentucky state government and Louisville Metro government to fashion incentives for business expansions;

(ii) work together with all relevant stakeholders to ensure that best efforts are made to pursue business attraction, expansion, and retention leads; and

(iii) convene key stakeholders around talent development, entrepreneurial support, policy analysis, and research and advocacy.

(b) In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts (the "Act"), KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (a), (b), and (c) of this Article II; and

(c) 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 any private shareholder or individual; and the Corporation shall not carry on any activities denied to a corporation described in Section 501(c)(6) of the Code.

### **ARTICLE III**

#### **Initial Registered Office and Agent**

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

Corporation Service Company  
421 West Main St.  
Frankfort, KY 40601

### **ARTICLE IV**

#### **Mailing Address**

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

401 South Fourth Street  
Louisville, KY 40202  
c/o Kimberly Halbauer

### **ARTICLE V**

#### **Duration**

The duration of this Corporation shall be perpetual.

### **ARTICLE VI**

#### **Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members nor more than fifty (50) members (each member a "Director"), the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of the following four individuals:

James R. Allen  
500 West Jefferson Street  
Louisville, KY 40202

Bill Moore  
1400 North Hurstbourne Parkway  
Louisville, KY 40223

Kimberly Halbauer  
401 South Fourth Street  
Louisville, KY 40202

Condrad Daniels  
9300 Shelbyville Road  
Louisville, KY 40222

Each Director shall continue (and may be removed) as Director as provided in the Bylaws.

## **ARTICLE VII**

### **Members**

The Corporation shall have such members, with such rights and obligations as are set forth in the Corporation's Bylaws. Unless otherwise agreed by that member in writing, no member shall be liable for the debts or obligations of the Corporation.

## **ARTICLE VIII**

### **Contracts or Transaction of Business with Directors**

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any organization in which any of its Directors is an owner, director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

## **ARTICLE IX**

### **Dissolution**

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after payment or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to such organization(s) as shall at the time qualify as exempt under Code Section 501(c)(6) and have purposes similar or complementary to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE X**

### **Limitation of Director Liability**

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her 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 in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- (c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so 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 XI**

### **Amendment of Articles**

These Articles may be amended only as provided in the Corporation's Bylaws.

## **ARTICLE XII**

### **Incorporator**

The name and address of the Incorporator is:

Kimberly Halbauer  
401 South Fourth Street  
Louisville, KY 40202

Signed by the Incorporator at Louisville, Kentucky, effective this 3rd day of July 2024.

DocuSigned by:



288ED0F704634E9...

Kimberly Halbauer

THIS INSTRUMENT PREPARED BY:

DocuSigned by:

*Franklin Jelsma*

A02449D064964BE

Franklin K. Jelsma  
WYATT, TARRANT & COMBS, LLP  
400 West Market Street  
Suite 2000  
Louisville, KY 40202

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 14A.4-010, the undersigned as the initial registered agent of Louisville Economic Development Alliance, Inc., hereby consents to serve said corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Nonprofit Corporations Act.

By: *Laurel Betsch*  
Corporation Service Company

101547441.1