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ADD**Michael G. Adams**
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
METCALFE COUNTY EDUCATIONAL
FOUNDATION, INC.**

These Articles of Incorporation, executed this 30th day of October, 2023, evidence and certify that the undersigned, hereby commences the formation of a non-stock, nonprofit corporation under the laws of the Commonwealth of Kentucky pursuant to KRS 273.161-273.390 and all amendments hereafter made thereto:

**ARTICLE I
Name and Principal Office of the Corporation**

The name of this Corporation is **Metcalf County Educational Foundation, Inc.** The mailing address of this Corporation's principal office is:

**709 West Stockton Street
Edmonton, KY 42129**

**ARTICLE II
Purpose of the Corporation**

The purpose of this Corporation is to operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

The mission of the Corporation is to create and foster an enduring legacy of support and prosperity for Metcalfe County, Kentucky's next generation. The Foundation is committed to continuously building a community of support, improving the lives of Metcalfe County Schools' students and alumni, and advancing the future of our schools and community.

In carrying out its exempt purposes, the Corporation shall have all of the powers allowed nonprofit corporations by Chapter 273 of the Kentucky Revised Statutes to such extent that such powers do not violate Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III Operations Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 these Articles of Incorporation. No substantial part of the activities of the Corporation shall include 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.

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation recognized as exempt from Federal income tax under section 501(c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE IV Dissolution Clause

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future Federal tax code. 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 located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

ARTICLE V

Duration

The duration of the Corporation shall be perpetual, subject to applicable statutory dissolution provisions.

ARTICLE VI

Name and Address of Registered Agent of the Corporation

The name and address of the initial registered agent of the Corporation is:

ELPO Corporate Services, LLC
1101 College Street
Bowling Green, KY 42101

ARTICLE VII

Name and Addresses of Incorporator

The name and address of the Incorporator of the Corporation is:

Benny Lile
709 West Stockton Street
Edmonton, KY 42129

ARTICLE VIII

Members of the Corporation

The Corporation shall have members.

ARTICLE IX

Bylaws

The initial bylaws of the Corporation shall be adopted by the Corporation's Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in

the Corporation's Board of Directors. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law of these Articles of Incorporation.

ARTICLE X

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. Directors need not be residents of the Commonwealth of Kentucky. The bylaws of the Corporation may prescribe other qualifications for directors. The number of directors of the Corporation shall not be less than three (3). Subject to such limitation, the number of directors shall be fixed by the bylaws, except as to the number of the initial Board of Directors which number shall be set at five (5) directors. The number of directors may be increased or decreased from time to time by amendment of the bylaws; however, no decrease in the number shall have the effect of shortening the term of any incumbent director.

The name and address of the directors constituting the first board of directors, who shall hold office until the first organizational meeting of the Corporation, are:

**Jane Hope Reece
195 Locust Grove Church Rd.
Knob Lick, KY 42154**

**Marla Young
422 East St
Edmonton KY 42129**

**Laurie Butler
990 Tompkinsville Rd
PO Box 1074
Edmonton Ky 42129**

**Eric Sexton
177 Graham Ave
Bowling Green, KY 42101**

**Kim Harwood
7-0 E. Bell Rd
Edmonton, KY 42129**

Thereafter, the directors shall be elected or appointed in the manner and for the terms provided in the Corporation's bylaws.

A director may be removed from the Board of Directors by an affirmative 2/3 vote of the directors present at a regular or special called meeting of the Board of Directors.

**ARTICLE XI
Amendment or Restatement of Articles of Incorporation**

Any amendment to, or restatement of, the Articles of Incorporation shall be adopted upon receiving a vote of a majority of the directors in office who are entitled to vote.

**ARTICLE XII
Indemnification**

Each person who is or was a director or officer of the Corporation, whether elected or appointed, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director or officer, arising out of such person's status as a director or officer; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding. Any repeal or modification of this Article shall not affect any right or obligation then existing. If any indemnification payment

required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the director or officer may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may, but not be obligated to, maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Act or under this Article. 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. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article, which shall have been invalidated or by any other applicable law.

ARTICLE XIII

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 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.

IN TESTIMONY WHEREOF, witness the signature of the undersigned Incorporator on

October 30, 2023.



Benny Life, INCORPORATOR

Consent of Initial Agent for Service of Process

ELPO Corporate Services, LLC, acting by and through its authorized representative, F. Nathan Vinson, hereby agrees and consents to serve as registered office and agent for service of process of Metcalfe County Educational Foundation, Inc.

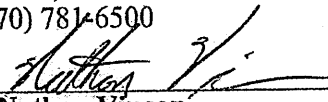
Date: October 30, 2023

ELPO Corporate Services, LLC


By: F. Nathan Vinson
Authorized Representative

This Instrument Prepared By:
ENGLISH, LUCAS, PRIEST & OWSLEY, LLP
Attorneys at Law
1101 College Street
P.O. Box 770
Bowling Green, KY 42102-0770
Phone: (270) 781-6500

By:


F. Nathan Vinson