

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTH AMERICAN FOREST ALLIANCE, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161, *et seq.*, in accordance with the following provisions:

ARTICLE I

NAME: The name of the corporation is North American Forest Alliance, Inc. (the "Corporation").

ARTICLE II

PERIOD OF DURATION: The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE AND POWERS:

The Corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Consistent with the foregoing purposes, the corporation may engage in any lawful activity that may be incidental or reasonably necessary to any of the foregoing purposes, and may exercise all powers now or hereafter available to non-profit corporations organized under KRS Chapter 273.

The Corporation will be primarily focused on advancing the cause of preserving, protecting and restoring North American forests.

Subject to any limitations prescribed by law or by these Articles of Incorporation, the Corporation may accept gifts, grants, or similar financial contributions and may purchase, pledge,

mortgage, sell, convey, or otherwise deal with money and all other types of property in furtherance of the Corporation's purpose. In carrying out its purpose, the Corporation shall have all powers allowed corporations by KRS Chapter 273, unless otherwise limited by the laws applicable to organizations exempt from federal income tax under the Internal Revenue Code.

#### ARTICLE IV

MEMBERS: The Corporation shall have no members excepting the members of the Board of Directors.

#### ARTICLE V

DIRECTORS: The business and affairs of the Corporation shall be governed by its Board of Directors. The original Board of Directors shall serve until the first annual election of directors and until their successors are elected and qualify. A director may be removed from office in accordance with the terms of the Corporation's bylaws. The number of directors constituting the original Board of Directors shall be four (4), and the names and mailing addresses of the persons who are to serve as the initial directors are:

1. Tony Took  
44 Mount Della Road  
Pikeville, TN 37367
2. Roy Cornett  
132 Treetop Court  
Georgetown, KY 40324
3. Rex Mann  
1204 Country Heights Drive  
Mount Sterling, KY 40353
4. John Hewlett  
61 Sherwood Drive  
Murray, KY 42071

## ARTICLE VI

BYLAWS: The bylaws of the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors. The bylaws shall identify and provide for the method of election or appointment of the directors and officers of the Corporation.

## ARTICLE VII

STOCK AND STOCKHOLDERS: The Corporation shall have neither capital stock nor stockholders and its business affairs shall not be governed for private pecuniary gain or profit, nor shall any of its gain, profit, or properties inure to the benefit of any incorporator, director, or officer, but its entire gain, profit, net earnings, and property shall be devoted exclusively to the purposes set out and referred to in Article III hereof.

## ARTICLE VIII

LIMITATIONS OF CORPORATION: The Corporation shall conduct and carry on its work not for profit and in such a manner that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any incorporator, director, officer, or other private person, except that the organization 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 this Article. 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. Notwithstanding any other provision of this document, 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 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 IX

PRINCIPAL OFFICE; REGISTERED AGENT: Unless otherwise changed, the principal office of the corporation shall be 106 Westwood Drive, Elizabethtown, Kentucky 42701. The street address of the Corporation's initial registered agent is 1204 Country Heights Drive, Mount Sterling, Kentucky 40353, and the name of the initial registered agent at that address is Rex Mann.

#### ARTICLE X

INDEMNIFICATION: The Corporation shall indemnify each of its directors and officers who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding so long as he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Except as provided hereinbelow, any such indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable

standard of conduct set forth above. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were or are not parties to such action, suit, or proceedings.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding if authorized by the Board of Directors and upon receipt of an undertaking by or on behalf of the directors or officer to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, without any further determination that he or she has met the applicable standard of conduct set forth above.

## ARTICLE XI

LIMITATION ON 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 (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation; (ii) 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 (iii) 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 XII

DISSOLUTION: Upon the dissolution of the Corporation, any and all property owned by the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets of the Corporation not so distributed shall be disposed of by the 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 XIII

INCORPORATOR: The name and mailing address of the incorporator is Rex Mann, 1204 Country Heights Drive, Mount Sterling, Kentucky 42701.

IN WITNESS THEREOF, the incorporator has signed these Articles of Incorporation this 27 day of May, 2022.



Rex Mann  
Incorporator

COMMONWEALTH OF KENTUCKY )  
 ) SCT  
COUNTY OF Montgomery )

SUBSCRIBED, SWORN TO and ACKNOWLEDGED before me by Rex Mann as  
Incorporator on behalf of North American Forest Alliance, Inc., this 27<sup>th</sup> day of May,  
2022.

My commission expires: NOV. 4, 2023



**Sunnle H. Shrout**  
**NOTARY PUBLIC**  
**State at Large, Kentucky**  
**ID # 634874**  
**My Commission Expires**  
**November 4, 2023**

Sunnet! Shroff  
Notary Public #634874

### CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation of North American Forest Alliance, Inc. (the "Corporation"), as the registered agent of the Corporation, hereby consents to serve in that capacity this 27 day of May, 2022.

Rex Mann  
Rex Mann

I hereby certify that the foregoing instrument was drafted by Whitlow, Roberts, Houston  
& Straub, 300 Broadway, P.O. Box 995, Paducah, Kentucky 42002-0995.

By: Nicholas M. Holland, Esq.