

**ARTICLES OF INCORPORATION
OF
MARSHALL COUNTY IMAGINATION LIBRARY, INC.
a Kentucky non-profit corporation**

Pursuant to KRS 273, the undersigned executes these articles of incorporation for the purpose of forming, and does hereby form, a nonprofit corporation under the Kentucky Nonprofit Corporation Act, in accordance with the following provisions:

ARTICLE I – NAME AND DURATION

The name of this corporation shall be the **MARSHALL COUNTY IMAGINATION LIBRARY, INC.** ("Corporation"), and its duration shall be perpetual.

ARTICLE II – REGISTERED OFFICE AND REGISTERED AGENT

The Corporation's initial registered office is **1150 Birch Street, Benton, KY 42025**, and the name of the Corporation's initial registered agent at that office is **Tammy Blackwell**.

ARTICLE III – PRINCIPAL OFFICE

The mailing address of the Corporation's principal office is **1150 Birch Street, Benton, KY 42025**.

ARTICLE IV – PURPOSES, POWERS AND DISSOLUTION

A. This Corporation is organized and operated exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Code.

B. The Corporation shall have no capital stock and shall not engage in business for profit, but shall be supported by gifts, bequests, benefits, contributions and fees and dues paid by members. No part of the earnings, income or receipts of the Corporation shall inure to the benefit of or be distributed to any individual, member, or members of the Corporation, 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 V(A) hereof. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these articles, 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. Upon the dissolution of the Corporation, the board of directors (after paying or making provisions for the payment of all liabilities of the Corporation) shall distribute all remaining assets of the Corporation for one or more exempt purposes with the meaning of section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public

purpose. 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 organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

D. In the event the Corporation is ever a "private foundation" as defined in Section 509(a) of the Code, the Corporation (consistent with the provisions of KRS 273.400) shall distribute at such time and in such manner, for each taxable year, an amount of its income at least sufficient to avoid liability for any tax imposed under Section 4942 of the Code, and shall not (a) engage in any act of "self-dealing" as defined in Section 4941(d) of the Code, (b) retain any "excess business holdings" as defined in Section 4943(c) of the Code, (c) make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the code, or (d) make any "taxable expenditure" as defined in Section 4945(d) of the Code.

ARTICLE V –DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors. The number of Directors, their terms of office, and qualifications shall be fixed by the By-Laws of the corporation. Notwithstanding, the Board of Directors shall not be comprised of less than three (3) directors.

The Corporation shall have six (6) initial directors whose names and mailing addresses are listed below:


| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Paula Robinson | 446 Forbing Road Benton, KY 42025 |
| Denae Shelton | 830 Evergreen Street Calvert City, KY 42029 |
| Tammy Blackwell | 1150 Birch Street Benton, KY 42025 |
| Glenda Byers | 957 Nanney Neal Road Hardin, KY 42048 |
| Jenna Denfip | 42 Players Drive Benton, KY 42025 |
| Diane M. Reed | 117 Drew Lane Benton, KY 42025 |

ARTICLE VI – INCORPORATOR

The name and mailing address of the incorporator is:

**Tammy Blackwell
1150 Birch Street
Benton, KY 42025**

IN WITNESS WHEREOF, the incorporator has hereunto subscribed his name this 20
day of November, 2024.


TAMMY BLACKWELL, Incorporator

CONSENT OF INITIAL AGENT FOR SERVICE OF PROCESS TO SERVE

I, TAMMY BLACKWELL of 1150 Birch Street, Benton, KY 42025, hereby agree and consent to serve as a registered office and agent for service of process of MARSHALL COUNTY IMAGINATION LIBRARY, INC.


TAMMY BLACKWELL

11-20-24
Date

THIS INSTRUMENT PREPARED BY
JOHNSON & MATHIS, PLLC
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BY: 
KIP C. MATHIS