



COMMONWEALTH OF KENTUCKY  
MICHAEL G. ADAMS, SECRETARY OF STATE

0709098.09 jchristensen  
NAOA  
Michael G. Adams  
Kentucky Secretary of State  
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Division of Business Filings  
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[www.sos.ky.gov](http://www.sos.ky.gov)

Articles of Amendment  
(Domestic Nonprofit Corporation)

NPA

Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend articles and, for that purpose, submits the following statements:

1. The name of the corporation on record with the Office of the Secretary of State is:

(The name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted:

Add Article VII: Directors of the corporation shall not be personally liable to the corporation for monetary damages for breach of any duties to the corporation except to the extent that such liability arises: (a) For any breach of the director's duty of loyalty to the corporation or its members. (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law. (c) For any transaction from which a director derived an improper economic benefit.

Add Article VIII: (a) The corporation shall have the power to contract with and be contracted with, and it may receive, accept, purchase, or acquire and hold in any other lawful matter, real and personal property, and it may dispose of the same by gift, deed, or in any other lawful manner. (b) 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 compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. (c) In the event of the dissolution and liquidation of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose, or distributed to the Nicholas County Middle and High School in support of music education in which the aforementioned organization must be exempt under section 501 (c) (3) of the Internal Revenue Code at the time of the dissolution of the corporation.

3. The date of adoption of each amendment was The date of adoption for adding Article VII and VIII was February 6, 2023.

4. Check either a, b or c (whichever is applicable):

- a. ☒ The amendment(s) was (were) duly adopted by a quorum present at such meeting and that such amendment received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.
- b. ☐ The amendment(s) was (were) duly adopted by consent in writing and was (were) signed by all members entitled to vote with respect thereto.
- c. ☐ The amendment(s) was (were) duly adopted by the board of directors and such amendment(s) received the vote of a majority of the directors in office since there are no members or members entitled to vote.

5. This application will be effective upon filing.

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

*Sarah Broderick*

Signature of Officer or Chairman of the Board

Printed Name

Title

Date

**FILING INSTRUCTIONS  
ARTICLES OF AMENDMENT FOR A NONPROFIT CORPORATION**

**NAME**

The name must be the name of record with the Office of the Secretary of State.

**TEXT OF AMENDMENT**

The corporation may amend its articles of incorporation, from time to time, in any and as many respects as may be desired, so long as its articles of incorporation as amended contain only such provisions as are lawful under KRS 273.161 to 273.390.

**DATE**

The date the amendment was adopted must be provided.

**AMENDMENT ADOPTION**

Select the appropriate method of adoption for the amendment.

**PRINCIPAL OFFICE ADDRESS**

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal designated office of the business entity is located. This address is where all correspondence from the Office of the Secretary of State (See Document Delivery) will be mailed.

**EFFECTIVE DATE AND TIME**

The document will be effective on the date and time of filing.

**WHO MAY SIGN**

The articles of amendment must be signed by an officer or the chairman of the board.

**NUMBER OF COPIES**

If filing via mail or in person, one exact or conformed copy of the documents with the filing fee must be submitted to the address below. To make a copy of the filing for delivery to the local county clerk's office, visit [www.sos.ky.gov](http://www.sos.ky.gov) and print a copy from the organization search tool.

**DOCUMENT DELIVERY**

A file stamped postcard will be sent to the principal office address. If the applicant wishes for the document to be sent to an alternate address other than the principal office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

**FILING FEE**

The filing fee is \$8.00. Checks should be made payable to the "Kentucky State Treasurer."

**MAILING ADDRESS**

Michael Adams  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718

**OFFICE LOCATION**

Room 152, Capitol Building  
700 Capital Avenue  
Frankfort, KY 40601  
Hours of Operation: 8:00 AM-4:30 PM ET

**CONTACT INFORMATION AND NAME AVAILABILITY**

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at [www.sos.ky.gov](http://www.sos.ky.gov) or call (502) 564-3490.

**FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES**

The business entity must file an **annual report** with the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Secretary of State whenever a change has occurred involving any of the above categories. Downloadable forms may be found on our website.