COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

Division of Business Filings
P.O. Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Articles of Incorporation — BAI

Public Benefit Corporation

Please note: public benefit corporations are not eligible for tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 271B, the undersigned hereby forms a public benefit corporation and for that purpose sets forth the following:

Article I: The name of the corporation is _____.

Article II: The number of shares the corporation is authorized to issue is _____.

Article III: The street address of the corporation's initial registered office in Kentucky is

_____
Street Address (No Post Office Box Numbers) **City** **State** **Zip Code**

and the name of the initial registered agent at that office is _____.

Article IV: The mailing address of the corporation's principal office is

_____.
Street Address or Post Office Box Number **City** **State** **Zip Code**

Article V: The name and mailing address of the incorporator is as follows:

_____
Name **Street Address or Post Office Box Number** **City** **State** **Zip Code**

_____
Name **Street Address or Post Office Box Number** **City** **State** **Zip Code**

_____
Name **Street Address or Post Office Box Number** **City** **State** **Zip Code**

Article VI: The purpose of the corporation including the public benefit the corporation will provide is:

_____.

(Additional articles not inconsistent with law may be stated in the space below or additional pages may be attached and incorporated by reference.)

_____

_____.

☐ If checked, this is a veteran-owned business as defined by KRS 14A.1-070(45) (Include copies of DD-214 forms or active duty military IDs of all prospective veteran-owners with redactions to remove social security numbers, dates of birth, and home addresses. Note: DD-214s and military ID images will not be available for public view and will be destroyed after verification by the Secretary of State).

Check, if applicable: ☐ This entity is a retailer of authorized nicotine vapor products as defined by KRS 438.305(2).

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

_____
Signature of Incorporator **Printed Name** **Title** **Date**

I, _____, consent to serve as the registered agent on behalf of the corporation.
Print Name of Registered Agent

_____ _____ _____ _____
Signature of Registered Agent **Printed Name** **Title** **Date**

FILING INSTRUCTIONS
ARTICLES OF INCORPORATION

NAME
The corporate name must contain the word “public benefit corporation,” “benefit corporation,” “P.B.C.,” or “PBC.” A corporate name must be distinguishable upon the records of the Office of the Secretary of State from any other name on record with the Office of the Secretary of State.

SHARES
The articles of incorporation shall prescribe the classes of shares and the number of shares of each class the corporation is authorized to issue. If there is more than one class of shares, please do not use form, as articles must set forth a distinguishing designation for each class, and the preferences, limitations and relative rights. Any stock certificate issued by a public benefit corporation shall note conspicuously that the corporation is a public benefit corporation.

REGISTERED AGENT AND REGISTERED OFFICE
Each business entity must appoint and continuously maintain a registered agent to receive legal service of process (i.e., a lawsuit), who shall be an individual resident of Kentucky, a Kentucky entity, or a foreign entity authorized to transact business in Kentucky. The registered office address shall be the street address in Kentucky where the registered agent is located.

CONSENT OF REGISTERED AGENT
The registered agent shall give written consent to accept the appointment by signing this document or an attachment. If the registered agent is an entity or foreign entity, a signature of the individual authorized to accept the appointment on behalf of the registered agent is required.

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.

PURPOSE AND PUBLIC BENEFIT PROVIDED
The corporation shall be managed by the board of directors in a manner that balances the pecuniary interests of the stockholders, the best interests of those materially affected by the corporation’s conduct, and the specific public benefit or public benefits identified in the articles of incorporation. See KRS 271B.8-300(8) for additional information.

ADDITIONAL ARTICLES
Additional space is provided for the inclusion of any additional (non-mandatory) articles. Any additional articles shall be consecutive and begin with Article VI.

VETERAN
Means any person who served in the United States Armed Forces, Reserves, or National Guard and was separated or released therefrom with an honorable discharge, discharge under honorable conditions, or general discharge under honorable conditions or any person who currently serves in the United States Armed Forces, Reserves, or National Guard.

VETERAN-OWNED BUSINESS
KRS 14A.1-070(45) defines a veteran-owned business as one that is at least 51% unconditionally owned by one or more veterans, or in the case of a publicly-owned business, at least 51% of the stock is owned by one or more veterans. KRS 14A.2-165 states that the fee for this filing is waived if the business is veteran-owned.

AUTHORIZED NICOTINE VAPOR PRODUCT
Carefully review KRS 438.305(2) to determine whether this disclosure is applicable.

WHO MAY SIGN
The document must be signed by an incorporator.

EFFECTIVE DATE AND TIME
The document will be effective on the date and time of filing.

FILING FEE
The filing fee for a business corporation is

1. Articles of Incorporation	$40.00
2. Organization Tax Fee for 1,000 shares or less	+$10.00
Total Filing Fee	$50.00

KRS 136.060 requires every corporation to pay an organization tax based upon the number of shares authorized by the articles of incorporation. The minimum organization tax fee for one thousand (1,000) shares or less is $10.00. If the corporation is issuing more than 1,000 shares, please contact the Office of the Secretary of State for total filing fee due. Your check should be made payable to the "Kentucky State Treasurer."

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

OFFICE LOCATION
1025 Capital Center Drive
Suite 201
Frankfort, KY 40601
Hours of Operation: 8:00 AM-4:30 PM ET

DOCUMENT RETURN
A file-stamped postcard will be returned to the principal office address. If the incorporator 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.

NUMBER OF COPIES
When filing online with the One Stop Business Portal system, no copies are required. If filing via mail or in person, one exact copy of the document 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 and print a copy from the organization search tool.

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 or call 502-564-3490.

FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES: The corporation must file an **annual report** with the Office of 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 Office of 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 Office of the Secretary of State whenever a change has occurred involving any of the above categories. You may file your statement of change or annual report online at www.sos.ky.gov.