

Revised 06/11/13  
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COPY

**ARTICLES OF INCORPORATION OF  
TODD COUNTY SCHOOL DISTRICT FOUNDATION FOR  
EXCELLENCE IN PUBLIC EDUCATION, INC.**

The undersigned, acting as incorporators of a non-profit corporation organized under and pursuant to the provisions of the Kentucky Business Corporations Act, adopt the following Articles of Incorporation for such non-profit corporation:

**ARTICLE I**

The name of the Corporation is Todd County School District Foundation for Excellence in Public Education, Inc.

**ARTICLE II**

The corporation is organized to engage in any and all lawful activities for which a non-profit corporation may be incorporated under the Kentucky Business Corporations Act, including, but not limited to an association of individuals dedicated to promoting the history of Todd County, Kentucky.

**ARTICLE III**

The duration of the corporation shall be perpetual unless sooner dissolved pursuant to the laws of the Commonwealth of Kentucky.

**ARTICLE IV**

The territory in which the operations of the corporation are principally to be conducted is Todd County, Kentucky, but the operation of the corporation shall not be limited to such territory.

## ARTICLE V

The principal office of the corporation shall be situated at 205 Airport Road Square, Elkton, Kentucky 42220. The name and address of the registered agent for service of process shall be Wayne Bennefield, 205 Airport Road, Elkton, Kentucky 42220.

## ARTICLE VI

The name and residence addresses of the incorporators are:

Mr. Matt Perry  
1941 Hammacksville Road  
Trenton KY 42286

Mr. Wayne Benningfield  
102 Weathers Avenue  
Elkton, KY 42220

Mr. Harold M. Johns  
12 Public Square  
P.O. Box 746  
Elkton, KY 42220

## ARTICLE VII

The corporation shall be directed and controlled by a Board of Directors who shall be not less than three (3), nor more than thirty (30) in number, and the initial board shall be made up of the following persons, to serve until their successors shall be elected and qualify:

Mr. Matt Perry  
1941 Hammacksville Road  
Trenton KY 42286

Mr. Wayne Benningfield  
102 Weathers Avenue  
Elkton, KY 42220

Mr. Harold M. Johns  
12 Public Square  
P.O. Box 746  
Elkton, KY 42220

The size of the Board of Directors may be enlarged or diminished pursuant to the provisions of the Bylaws of the corporation without an amendment of these Articles.

### ARTICLE VIII

The private property of the officers and directors of the corporation shall not be subject to payment of any corporation debt or obligation.

### ARTICLE IX

Said organization is organized exclusively for charitable, educational, or scientific purposes including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) or other related provisions of the Internal Revenue Code or corresponding sections of future Federal Tax Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 these Articles. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried (a) by an organization exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code, or (b) by an organization, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code or corresponding section of any future Federal Tax Code. The Specific Requirements for membership shall be set out more fully in the constitution and/or bylaws and shall not be amended or revised without a properly called meeting with a quorum of two-thirds (2/3) of the duly qualified membership present and only with a vote

of more than two-thirds (2/3) of Board of Directors and a vote of more than two-thirds (2/3) of the duly qualified membership approving the change. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of said Section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code or shall be distributed to the governmental entity for a public purpose. Any such assets not disposed of, shall be disposed of by the Circuit Court of the County in which the principal office of such corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized operated exclusively for such purposes.

#### **ARTICLE X**

(I.) Each person who was or is made a party or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (proceeding) and whether a formal or informal, by reason of the fact that he or she, or a person for whom he or she is legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as director, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Kentucky Business Corporation Act as the same exists or may hereinafter be amended, (but in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights and said Statutes permitted the corporation to provide prior to such

amendment) against all expenses, liability and loss (including attorneys' fees, judgment, fines, ERISA excise taxes or penalties) (in amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith.

(II.) Provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or any part thereof) was authorized by the Board of Directors of the corporation.

(III.) Such rights pursuant to Paragraph (I.) and (II.) above shall be contract rights and shall include the right to be paid by the corporation, expenses incurred in defending any such proceedings in advance of final disposition, provided, however, that the payment of such expenses incurred by a Director or Officer in his or her capacity as a Director or Officer, (and in any other capacity in which services was or is rendered by such person while a Director or Officer, including without limitation, service to an employee benefit plan) shall be made only upon determination:

(A) by the Board of Directors by a majority vote of a committee duly designated by the Board of Directors, consisting solely of one or more directors, not at the time parties to the proceedings; or,

(B) if a quorum cannot thereby be obtained by majority vote of a committee duly designated by the Board of Directors, consisting solely of one or more directors, not at the time parties to the proceedings; or,

(C) by special legal counsel selected by a quorum of the Board of Directors consisting of directors not at the time parties to the proceeding, or such quorum of the Board of Directors cannot be obtained, then by majority vote of the full Board of Directors; or,

(D) by the votes of shares not owned or voted under control of Directors who are at the time parties to the proceeding that such person;

1. conducted himself or herself in good faith; and,
2. reasonably believed;

(a) in the case of conduct in his or her official capacity with the Corporation, his or her conduct was within the Corporation's best interest;

(b) in all of the cases his or her conduct was at least not opposed to the best interest of the corporation; and,

(c) in the case of any criminal proceeding, the officer or director must show that he or she had no reasonable cause to believe his or her conduct was unlawful.

(d) any payment of expense authorized in paragraphs (a), (b), and/or (c) above shall be made in advance of the final disposition of such proceeding as defined above upon:

1. Such person's provision to the corporation of written affirmation of his or her good faith belief that he or she has met the standard of conduct described in Paragraph (c) above; and,

2. Such persons provision to the corporation of a written undertaking executed personally or in his or her behalf, unsecured to repay the advances if it is ultimately determined that he or she did not meet the standard or conduct described in Paragraph (c) above; and,

3. The Board of Directors sitting as a whole, determined upon the facts then known, that such facts would not preclude indemnification of such person pursuant to the Kentucky Business Corporation Act.

(e) Notwithstanding the provisions of Paragraph (a-d) herein above, a corporation shall indemnify a director or officer who was wholly successful, on merits or

otherwise in the defense of any proceeding to which such person as a party because of his or her present or past officer's or director's duties to the corporation, acting against reasonable expenses incurred by him or her in (a-e) herein above is not paid in full by the corporation within forty-five (45) days after a written claim has been received by the corporation, the claimant may apply to the Court conducting or which did conduct the proceeding, or in any other Court of competent jurisdiction, for indemnification pursuant to the terms and conditions of the Kentucky Business Corporation Act.

(f) The rights conferred on any person by Paragraphs (a-c) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provisions of the Articles of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(g) The corporation may purchase and maintain insurance on behalf of an individual who is or was an officer or director of the corporation, or who, while an officer or director, partner, trustee, employee, or agent of another foreign or domestic, corporation partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as an officer or director of the corporation whether or not the corporation would have the power to indemnify such person against such expenses, liability, or loss under the Kentucky Revised Statutes.

IN TESTIMONY WHEREOF, witness the signature of the Incorporator, this \_\_\_\_ day of \_\_\_\_\_, 2013.



the State and County aforesaid, and were signed and acknowledged by Wayne Benningfield, as the incorporator thereof, to be his free act and voluntary deed.

IN TESTIMONY WHEREOF, witness my hand and notarial seal this \_\_\_\_ day of \_\_\_\_\_, 2013.

My Commission Expires: \_\_\_\_\_

## Notary Public

COMMONWEALTH OF KENTUCKY )  
 )  
COUNTY OF TODD )

I, \_\_\_\_\_, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of Todd County School District Foundation for Excellence in Public Education, Inc. were this day produced before me in the State and County aforesaid, and were signed and acknowledged by Harold M. Johns., as the incorporator thereof, to be his free act and voluntary deed.

IN TESTIMONY WHEREOF, witness my hand and notarial seal this \_\_\_\_ day of \_\_\_\_\_, 2013.

My Commission Expires: \_\_\_\_\_

Notary Public

By signing these Articles of Incorporation, the undersigned, \_\_\_\_\_ accepts  
appointment as the Corporation's registered agent.

\_\_\_\_\_  
Registered Agent

PREPARED BY:

\_\_\_\_\_  
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