

**Newport Independent School District Educational Foundation, Inc**

**Meeting Agenda**

5/26/2010  
NMS – 6:45 PM

1. Call to order– President Usleaman 6:53
  2. Roll call – Kim Klosterman ST was not in attendance
  3. Purpose of meeting – Tete Turner  
The purpose of the meeting is to adopt amended articles of incorporation.
  4. Rational and review of the Amended Articles of Incorporation – Tete Turner  
Amended Articles of Incorporation – attached
  5. Discussion and vote to adopt RU → MB
  6. Adjourn 6:55  
4 days to get their st. office  
45 days since we  
have a pending  
grant →
- MB →  
JSU  
@.



NEWPORT  
INDEPENDENT  
SCHOOLS  
*A Great Tradition. A Great Future.*

**NEWPORT INDEPENDENT SCHOOL DISTRICT EDUCATIONAL FOUNDATION**  
Meeting Minutes

*May 26, 2010 – 6:45 P.M.*

*Present: Melissa Hayden, Rob Usleaman, Michael Brandt, Tete Turner,  
Julie Smith-Morrow, Kim Klosterman*

*Next meeting: TBA*

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**WELCOME**

*Rob Usleaman called the meeting to order. All members were present except Shirley Turner.*

**PURPOSE OF MEETING: ADOPT AMENDED ARTICLES OF INCORPORATION**

*Mr. Turner explained that the purpose of the meeting was to amend the Articles of Incorporation to qualify for the IRS certification of a 501 (c)(3) corporation. Specific language has been added to the articles regarding purpose, net earnings and dissolution. He gave each member a copy of the amendments. A copy is also attached to these minutes.*

*On MOTION BY USLEAMAN AND SECONDED BY BRANDT the committee adopted the amended articles of incorporation as presented.*

*8 – MOTION CARRIED 6-0*

**ADJOURN**

*On MOTION BY BRANDT AND SECONDED BY SMITH-MORROW the meeting adjourned.*

*9 – MOTION CARRIED 6-0*

*Time: 6:55 P.M.*

**Klosterman, Kim (Newport Supt. Secretary)**

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**From:** Turner, Tete (Chief Finance Officer)  
**Sent:** Wednesday, May 26, 2010 8:43 AM  
**To:** Usleaman, Robert (Newport Board Chair); Smith-Morrow, Julie (Newport Board Vice Chair); Brandt, Michael (Newport Ind. Supt.); Melissa Hayden (Mhayden@insightbb.com); Eclectic Corner (Eclecticcorner@fuse.net); Klosterman, Kim (Newport Supt. Secretary); Brandon Voelker (bnvoelker@msn.com)  
**Subject:** NISD Educational Foundation, Inc meeting  
**Attachments:** Articles of AmendmentNISDEFI.docx

To All:

The Newport Independent School District Educational Foundation, Inc will meet tonight at 6:45 PM. The purpose of the meeting is to amend the Articles of Incorporation to qualify for the IRS certification of a 501 (c) (3) corporation. Specific language has been added to the Articles regarding purpose, net earnings and dissolution. The proposed amendments are attached.

Please call with any questions.

Thanks  
Tete



**COMMONWEALTH OF KENTUCKY**  
**TREY GRAYSON, SECRETARY OF STATE**

**Division of Corporations**  
**Business Filings**

PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

**Articles of Amendment**  
**(Domestic Nonprofit Corporation)**

**NPA**

Pursuant to the provisions of 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:

Newport Independent School District Educational Foundation Inc.  
**(The name must be identical to the name on record with the Secretary of State.)**

2. Said Corporation is organized exclusively for charitable, religious, educational, and scientific 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 any 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 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 2 hereof. 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of 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 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. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

Upon the dissolution of the 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 the corresponding section of any future federal tax code, or shall be disposed of by a Court of Competent Jurisdiction in Campbell County.

3. The date of adoption of each amendment was \_\_\_\_\_.

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, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is\_\_\_\_\_.

**(Delayed effective date  
and/or time)**

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

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**Signature of Officer or Chairman of the Board**

**Printed Name & Title**

**Date**

(09/09)

**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.

**EFFECTIVE DATE AND TIME**

The document will be effective on the date and time of filing, unless a delayed effective date and/or time is specified. The effective date or the delayed effective date cannot be prior to the date the application is filed. A delayed effective date may not be later than the 90<sup>th</sup> day after the date of filing.

**WHO MAY SIGN**

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

**NUMBER OF COPIES**

When filing online with the FastTrack system, no copies are required. 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**

All documents will be sent to the return address on the outer envelope. If no address is found, the documents will be sent to the principal office. If the applicant wishes for correspondence from the Office of the Secretary of State to be sent to someone other than those above, a request must be submitted in writing affirming that request. All other communication and notification shall follow the process prescribed in Kentucky Revised Statute.

**FILING FEE**

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

**MAILING ADDRESS**

Trey Grayson  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718

**OFFICE LOCATION**

Room 154, 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.



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Upon the dissolution of the 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 the corresponding section of any future federal tax code, or shall be disposed of by a Court of Competent Jurisdiction in Campbell County.

3. The date of adoption of each amendment was 5/26/2010

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, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is 6/1/2010

(Delayed effective date  
and/or time)

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

Tate Turner

Signature of Officer or Chairman of the Board

TATE TURNER - DIRECTOR

Printed Name & Title

5/27/2010

Date

(09/09)

**Newport Independent School District Educational Foundation, Inc.**  
**2011**

**Members**

Board of Education	Member	Rob Usleaman	Andrea Janovic
	Member	Julie Smith-Morrow	Julie Smith-Morrow
	Member	Andrea Janovic	Ramona Malone
	Member	Ramona Malone	Melissa Sheffel
	Member	Bryan Wright	Lewis Hayden
Superintendent	Member	Michael Brandt	Dan Sullivan
Treasurer	Member	Tete Turner	Tete Turner
Secretary	Member	Kim Klosterman	Kim Klosterman
Community Member	Member	Shirley Turner	Shirley Turner
Alumnae Member	Member	Melissa Hayden	Melissa Hayden

**Officers**

President	Julie Smith-Morrow	Julie Smith-Morrow
Secretary	Melissa Hayden	Melissa Hayden
Treasurer	Tete Turner	Tete Turner

**Directors**

Director	Julie Smith-Morrow	Julie Smith-Morrow
Director	Melissa Hayden	Melissa Hayden
Director	Tete Turner	Tete Turner

**NEWPORT INDEPENDENT SCHOOL DISTRICT EDUCATIONAL FOUNDATION, INC.****General Information**

Organization Number	0744894	
Name	NEWPORT INDEPENDENT SCHOOL DISTRICT EDUCATIONAL FOUNDATION, INC.	
Profit or Non-Profit	N - Non-profit	<u>MEMBERS</u>
Company Type	KCO - Kentucky Corporation	
Status	A - Active	
Standing	G - Good	
State	KY	
File Date	10/1/2009	
Organization Date	10/1/2009	
Last Annual Report	4/7/2010	
Principal Office	301 EAST EIGHT STREET NEWPORT, KY 41071	
Registered Agent	BRANDON VOELKER 4135 ALEXANDRIA PIKE SUITE 109 COLD SPRING, KY 41076	

**Current Officers**

President	<u>JULIE SMITH-MORROW</u>	<u>RECOMMENDATIONS</u>
Secretary	<u>MELISSA HAYDEN</u>	
Treasurer	<u>TETE TURNER</u>	
Director	<u>JULIE SMITH-MORROW</u>	<u>SAME OFFICERS</u>
Director	<u>MELISSA HAYDEN</u>	
Director	<u>TETE TURNER</u>	

**Initial Officers at time of formation**

Director	<u>TETE TURNER</u>	<u>SAME Directors</u>
Director	<u>JULIE SMITH-MORROW</u>	
Director	<u>MELISSA HAYDEN</u>	
Incorporator	<u>TETE TURNER</u>	