

Newport Independent Schools

Educational Foundation

MEETING AGENDA

September 1, 2009 // Board Conference Room

6:15 PM

1. Introduction of Members
2. Purpose of the Educational Foundation
3. Status of the Foundation
4. Foundation Asset Plan
5. Future Meeting Schedule
6. General Discussions



NEWPORT INDEPENDENT SCHOOLS

A Great Tradition. A Great Future.

Newport Independent School District Educational Foundation Meeting Minutes

September 1, 2009

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

Next meeting: October 14, 6:00-6:30

I. Purpose

The educational foundation is organized to solicit, collect, invest and distribute funds for school projects and scholarships.

II. Order of Business

Must file Articles of Incorporation as a non-profit corporation with the KY Office of the Secretary of State

Must file form 1023, Application for Recognition of Exemption with IRS

Name directors of foundation (minimum of 3 required):

On MOTION BY USLEAMAN AND SECONDED BY BRANDT Tete Turner, Julie Smith-Morrow and Melissa Hayden were named the 3 directors for the foundation.

1 – MOTION CARRIED 7-0

The directors will begin establishing the bylaws regarding the operation of the educational foundation.

Name president and secretary:

On MOTION BY BRANDT AND SECONDED BY SMITH-MORROW Rob Usleaman was named president and Kim Klosterman was named secretary for the foundation.

2 – MOTION CARRIED 7-0

On MOTION BY MR. TURNER AND SECONDED BY BRANDT authorization was granted to file the 1023 application, Application for Recognition of Exemption.

3 – MOTION CARRIED 7-0

III. Discussion

Will the foundation be responsible for granting scholarships in the future? Clearly defined guidelines must be established before this process can begin.

IV. Adjourn

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

4 – MOTION CARRIED 7-0

Time: 6:45 P.M.



Kentucky Office of the Secretary of State

TREY GRAYSON

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

Articles of Incorporation Non-profit Corporation

NAI

Please note: This form does not comply with 501 (C) status. You should contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS Chapter 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is
Newport Independent School District Educational Foundation

Article II: The purpose for which the corporation is organized solicit, collect, invest and distribute funds for school projects and scholarships.

Article III: The name of the registered agent is Brandon Voelker

and the street address of the corporation's initial registered office in Kentucky is

| | | | |
|--|-------------|--------------|-----------------|
| 4135 Alexandria Pike, Suite 109 | Cold Spring | Kentucky | 41076 |
| Street Address (No Post Office Box Numbers) | City | State | Zip Code |

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

| | | | |
|--------------------------------|-------------|--------------|-----------------|
| 301 East Eight Street | Newport | Kentucky | 41071 |
| Street or PO Box Number | City | State | Zip Code |

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is _____.

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

| | | | | |
|------|-------------------------|------|-------|----------|
| Name | Street or PO Box Number | City | State | Zip Code |
| Name | Street or PO Box Number | City | State | Zip Code |
| Name | Street or PO Box Number | City | State | Zip Code |

Article VI: The name and mailing address of the incorporator is

| | | | | |
|------|--|------|-------|----------|
| 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 |

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 | Print Name & Title | Date |
|---------------------------|--------------------|------|

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

| | | |
|-------------------------------|--------------------|------|
| Signature of Registered Agent | Print Name & Title | Date |
|-------------------------------|--------------------|------|

FILING INSTRUCTIONS ARTICLES OF INCORPORATION

NAME

The corporate name must contain the word "corporation," "incorporated," or the abbreviation "Inc." or the word "corporation" or the abbreviation "Co.," but if the word "corporation" or the abbreviation "CO." is used it may not immediately proceed by the word "and" or the abbreviation "&." A corporation 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.

PURPOSE

Corporations may be organized under KRS 273.161 to 273.390 for any lawful purpose or purposes, including, without being limited to charitable benevolent; eleemosynary; educational; civic; patriotic; political; governmental; religious; social; recreational; fraternal; literary; cultural; athletic; scientific; agricultural; horticultural; animal husbandry; and professional, commercial, industrial or trade association; but labor unions, cooperative incorporations and incorporations subject to any of the provisions of the insurance laws or banking laws of this state may not be organized under KRS 273.161 to 273.390.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the business entity must be in Kentucky and maintain a street address (a PO Box is insufficient for the registered office address). In order to transact business in Kentucky, the registered agent shall be an individual resident of Kentucky, a Kentucky domestic corporation, a Kentucky domestic non-corporation, a Kentucky domestic limited liability company, a foreign corporation, a foreign non-corporation or a foreign limited liability company authorized to transact business in Kentucky. The registered agent is the individual or business designated to receive service of process in the event the business is party to a legal action. The company seeking formation shall not act as its own registered agent.

CONSENT OF REGISTERED AGENT

Unless the registered agent signs the certificate, the corporation must deliver with the certificate of authority, the registered agent's consent to the appointment. The registered agent must give written consent to act as agent on behalf of the corporation. If the registered agent is a corporation an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The person signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she signs.

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 executive offices of the corporation are located.

DOCUMENT DELIVERY

All articles of incorporation will be sent to the return address on the outer envelope. If no address is found, the formation documents are sent to the principal office. If the organizer wishes for correspondence from the Office of the Secretary of State to be sent to an individual or corporation address 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.

ADDITIONAL ARTICLES OF INCORPORATION OR NEED TO MODIFY THE EXISTING FORM

If this form does not comply with the articles of incorporation that you wish to file (ie: additional articles, signatures, etc.), please disregard this form and send a drafted executed copy of the articles of incorporation according to KRS 271B to the address below.

BOARD OF DIRECTORS

The number of directors of a non-profit corporation shall not be less than 3. The directors constituting the first board of directors shall be named in the articles of incorporation and shall hold office until the first annual election of directors.

REQUIREMENTS FOR DOCUMENTS TO BE PROPERLY FILED

The documents must be signed by an incorporator.

NUMBER OF COPIES

Submit the original signed articles of incorporation and two exact or conformed copies. One file-stamped copy must then be filed with the county clerk of the county in which the corporation's registered office is situated. Two file-stamped copies will be returned to the corporation as evidence of filing.

FILING FEE

The filing fee for Articles of Incorporation for a non-profit corporation is \$8.00. Your check should be made payable to the "Kentucky State Treasurer."

MAILING ADDRESS

Trey Grayson
Office of the 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 or call 502-564-3490.

FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES: The non-profit 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.