

# ARTICLES OF INCORPORATION OF THE BLUEGRASS KARST CONSERVANCY, INC.

**WE THE UNDERSIGNED** having associated for the purposes of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly **Chapter 273, Kentucky Revised Statutes**, hereby certify as follows:

## ARTICLE I

The name of the corporation shall be **BLUEGRASS KARST CONSERVANCY, INC.**

## ARTICLE II

The term of existence of the corporation shall be perpetual.

## ARTICLE III

The address of the registered office of the corporation is: The name of the initial registered agent for service of process, located at such address is

## ARTICLE IV

The corporation is organized and shall be operated exclusively for scientific and educational purposes as described within **Section 501(c)(3)** of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws), including for such purposes the making of distributions to organizations and individuals for the purpose of engaging in activity falling within the purposes of the Corporation and permitted for an organization exempt under said **Section 501(c)(3)**. The purposes of the Corporation shall be more specifically stated as follows:

A. To explore and scientifically study, for the enrichment of human knowledge and the advancement of science, the cave systems of the world and in particularly [sic], the cave region of Kentucky. To encourage and assist in the preservation of caves and related geomorphic phenomena and wilderness areas, and promote the conservation of such areas for future study and research. To collect and aid in a manner compatible with other purposes of the Corporation the dissemination of technical data, information, history, and educational material concerning caves and their physical, biological, ecological, and anthropological environment.

B. To provide a permanent, non-profit, non-sectarian, cooperative organization that works to establish and nurture a professional atmosphere among individuals and organizations that support the foregoing purposes.

## ARTICLE V

The Corporation shall be irrevocably dedicated to and operated exclusively for, non-profit purposes. 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 IV** hereof.

## ARTICLE VI

In carrying out the corporate purposes described in **Article IV**, the Corporation shall have all powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in **Kentucky Revised Statutes Chapter 273.171** (or corresponding provision of any later state statute) except as follows and as otherwise stated in these Articles:

A. 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 any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from federal income tax under **Section 501(c)(3)** of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws;

2. by a corporation, contributions to which are deductible under **Section 170(c)(2)** of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws. If and so long as the Corporation is a private foundation as defined in **Section 509(a)** of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws:

a. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by **Section 4942** of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

b. The Corporation shall not engage in any act of self-dealing as defined in **Section 4941(d)** of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

c. The Corporation shall not retain any excess business holdings as defined in **Section 4943(c)** of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

d. The Corporation shall not make any investments in such manner as to subject it to tax under **Section 4944** of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

e. The Corporation shall not make any taxable expenditures as defined in **Section 4945(d)** of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

## **ARTICLE VII**

The name and address of the incorporator is:

## **ARTICLE VIII**

The initial Board of Directors shall consist of 10 Directors. If the exact number of Directors is not stated, the minimum number shall be four (4) and the maximum number shall be fifteen (15) provided, however that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation; and provided further that under no circumstances shall the minimum number be less than four (4).

The names and addresses of the members of the initial Board of Directors are:

### **DIRECTORS ADDRESSES:**

## **ARTICLE IX**

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws. Any Director may be removed for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

## **ARTICLE X**

A. The directors, officers, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

B. Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his or her duties as a director unless such act, omission or breach:

1. concerned or concerns a transaction in which the directors' personal financial interest was or is in conflict with the financial interests of the Corporation;
2. was not in good faith or involved or involves intentional misconduct on the part of the director;
3. was known by the director to be a violation of law; or
4. resulted in an improper personal benefit to the director.

C. Any director or officer or former director or officer of the Corporation may be indemnified by the Corporation against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which she or he is made a party by reason of being or having been such director or officer, except in relation to matters as to which she or he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The

