

0551827.09

John Y. Brown III

Secretary of State

Received and Filed

01/10/2003 10:23 AM

Fee Receipt: \$8.00

PBlevin
NAC

**ARTICLES OF INCORPORATION
OF
AUGUSTA ART GUILD, INC.**

The undersigned incorporator, *CAROLYN CIGELOTTI* executes these articles of incorporation for the purpose of forming and does hereby form a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161, et. seq., in accordance with the following provisions.

ARTICLE I

The name of the Corporation is Augusta Art Guild, Inc.

ARTICLE II

- A. Augusta Art Guild, Inc. is a nonprofit corporation organized exclusively for charitable and educational purposes for the public benefit, more specifically by establishing and promoting an art guild in the unique community of Augusta, Kentucky. The Augusta Art Guild, Inc., in operating the guild, is preserving a historical link to the community's past, and educating the public in the involvement of this area in the development of the arts in Kentucky. Additionally the Augusta Art Guild, Inc. is a vital asset in the enhancement of the community and is of significance in the promotion of tourism, community development and historical preservation of this community, and is a landmark in the City of Augusta, and a community treasure.
- B. Augusta Art Guild, Inc., 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 corresponding section of any future federal tax code.

C. No part of the net earnings of the organization 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 the purpose clause hereof. 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 campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (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.

D. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as

said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

The street address of the initial registered office of the corporation is:

301 W. Riverside Drive
Augusta, Kentucky 41002

ARTICLE IV

The name and address of the registered agent for service of process for the corporation is:

Carolyn Cigolotti
301 W. Riverside Drive
Augusta, Kentucky 41002

ARTICLE V

The address of the principal office of the corporation is:

301 W. Riverside Drive
Augusta, Kentucky 41002

ARTICLE VI

The business and affairs of the corporation shall be governed by a board of directors: The five members of the initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualify. A director may be removed from office by procedures to be set forth within the Bylaws, with or without cause. The size of the Board of Directors may be enlarged or diminished pursuant to the provisions of the Bylaws of the Corporation, without Amendment of these

Articles. The following are the names and addresses of the initial directors:

Carolyn Cigolotti
301 W. Riverside Drive
Augusta, Kentucky 41002

Thomas Jackson
206 Riverside Drive
Augusta, Kentucky 41002

Patty Mains

Elizabeth Laskey

325 Wrangling Run Road
Augusta, Kentucky 41002

1384 Old 19
Augusta, Kentucky 41002

Judith Federer
403 E. Fourth Street
Augusta, Kentucky 41002

ARTICLE VII

The name and address of the initial incorporator is:

Carolyn Cigalotti
301 W. Riverside Drive
Augusta, Kentucky 41002

ARTICLE VII

The duration of the Corporation shall be perpetual.

These Articles of Incorporation are hereby executed and submitted by the initial incorporator.

Carolyn Cigalotti

CAROLYN CIGOLOTTI
301 W. Riverside Drive
Augusta, Kentucky 41002

COMMONWEALTH OF KENTUCKY
COUNTY OF BRACKEN

Sworn, subscribed and acknowledged to before me, a Notary Public, this 8th
day of January, 2003.

Glutchen M. Udeaman
NOTARY PUBLIC, STATE AT LARGE
MY COMMISSION EXPIRES: 10-20-05

THIS INSTRUMENT OF WRITING
PREPARED BY:

Louise M. Brown

LOUISE M. BROWN, P.S.C.
ATTORNEY AT LAW
104 MAIN STREET