

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**NORTH IROQUOIS NEIGHBORHOOD ASSOCIATION, INC.**

**THE UNDERSIGNED**, duly elected President of North Iroquois Neighborhood Association, Inc. hereby certifies that said corporation is a non-profit, non-stock corporation incorporated on September 11, 2006, under the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes (KRS).

I further certify that Articles II through XI incorporate amendments to the Articles of Incorporation and that, except for these amendments, the Amended and Restated Articles of Incorporation currently set forth, without change, the corresponding provisions of the Articles of Incorporation as theretofore amended and that these Amended and Restated Articles of Incorporation together with the designated amendments supersede the original Articles of Incorporation and all amendments thereto.

I further certify that there were no members entitled to vote thereon, that the Board of Director adopted the following Amended and Restated Articles of Incorporation at a meeting on December 10, 2007 and that said Amended and Restated Articles of Incorporation received the affirmative vote of a majority of the Directors in office.

**ARTICLE I**

The name of the Corporation shall be the

North Iroquois Neighborhood Association, Inc.

**ARTICLE II**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

The principal office of the Corporation is located at:

1020 Oakwood Avenue, Louisville, Kentucky 40215

Other places of business in said city or elsewhere may be designated by resolution of the Board of Directors.

#### **ARTICLE IV**

The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954 (or corresponding provisions of any later Federal tax 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)(4).

The purposes of the Corporation shall be more specifically stated as follows:

1. To improve the health, safety and general welfare of the neighborhood;
2. To promote the economic and social welfare of the neighborhood;
3. To act on behalf of residents in matters involving their needs as related to the neighborhood;
4. To afford opportunity for expression and interchange of opinions on topics of interest to the neighborhood;
5. To aid and support worthy legislation and community efforts to improve the neighborhood;
6. To work with local government and similar agencies in promoting the neighborhood; and
7. To educate residents and the community at large on issues of concern to the neighborhood.

#### **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, directors, 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 the powers granted by the laws of the State of Kentucky, including in particular those listed in KRS 273.171 Kentucky Statutes, except as otherwise stated in these Articles.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal tax laws.

#### **ARTICLE VII**

The membership may remove a director from office whenever in their judgment the best interests of the corporation would be served thereby. Notice of intent to remove must be sent to the director in question and to the membership along with the notice for the meeting at which such action is to be taken. A two thirds (2/3) majority vote of the members present at such meeting shall be required for removal

#### **ARTICLE VIII**

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/her duties as a director unless such act, omission or breach:

1) concerned or concerns a transaction in which the director's 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.

#### **ARTICLE IX**

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 he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she 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 Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, or its By-laws or a resolution adopted after notice to members entitled to vote.

#### **ARTICLE X**

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for the promotion of social welfare as shall at the time qualify as an exempt organization under Section 501(c)(4) or 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), as the Board of Directors shall determine.

The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office for the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

#### **ARTICLE XI**

Amendments to these Articles shall be made pursuant to the provisions of KRS 273.263(2) (or corresponding provision of any later State statute).

IN TESTIMONY WHEREOF, witness the signature of the President of the Board of Directors of this Corporation, this \_\_\_\_ day of \_\_\_\_\_, 2007.

\_\_\_\_\_  
MICHAEL TACKETT  
PRESIDENT

STATE OF KENTUCKY     )  
                                  )  
COUNTY OF JEFFERSON )

Before me, the undersigned authority, personally appeared Michael Tackett, and being first duly sworn, acknowledged that he was the President of the aforementioned Corporation, and that he signed the foregoing Articles of Incorporation as his free act and deed.

Witness my signature and seal of office this \_\_\_\_ day of \_\_\_\_\_ 2007.

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

\_\_\_\_\_  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY

**This Document Prepared By:**

\_\_\_\_\_  
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