

0703799.09

Ghance  
NAOI

**ARTICLES OF INCORPORATION**

**OF**

**SHAWNEE NEIGHBORHOOD ASSOCIATION, INC.**

Trey Grayson  
Secretary of State  
Received and Filed

04/25/2008 12:23:08 PM

Fee Receipt: \$8.00

**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 (KRS), hereby certify as follows:

**ARTICLE I**

The name of the Corporation shall be:

Shawnee Neighborhood Association, Inc.

**ARTICLE II**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

The address of the registered office of the corporation is:

120 South Shawnee Terrace, Louisville, Kentucky 40212

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

Ann Wagner

The principal office of the Corporation is located at:

120 South Shawnee Terrace, Louisville, Kentucky 40212

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 charitable and educational purposes as described within Section 501(c)(3) of the Internal Revenue Code (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)(3).

More specifically, the purpose of the Corporation shall be to promote, foster and carry out programs, projects and activities designed to:

- enhance the health, safety and welfare of the members of the community;
- provide a forum wherein neighborhood issues and concerns may be publicly expressed and discussed;
- improve the economic life of the Shawnee area;
- encourage a spirit of friendliness and cooperation with other groups in the Shawnee neighborhood and throughout Louisville/Jefferson County Metro and District 5;
- foster cooperation and unity between property owners, tenants and others;
- meet the educational and cultural needs of the members of the community;
- encourage improvement in municipal services through public involvement and cooperation with local government;
- encourage, plan and coordinate the beautification, preservation, rehabilitation and revitalization of all residential and public properties, structures and physical environment;
- seek the assistance and cooperation from governmental agencies and other neighborhood associations to resolve neighborhood problems, achieve neighborhood objectives and goals, and to maintain and improve the quality of life for all residents of the neighborhood;
- support other charitable, educational and cultural activities that advance the general well being of the community and its people; and
- conduct business for the welfare of the community in a non partisan fashion.

#### **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 (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.

c) 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:

1) 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.

2) 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.

3) 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.

4) 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 tax laws.

5) 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 names and addresses of the incorporators are:

Rudolph Davidson	108 Fontaine Landing Court Louisville, Kentucky 40212
Wayne Dunkerley	112 North 39th Street Louisville, Kentucky 40212
Ann Wagner	120 South Shawnee Terrace Louisville, Kentucky 40212

## **ARTICLE VIII**

The initial Board of Directors shall consist of fifteen (15) Directors. The names and addresses of the members of the initial Board of Directors are:

Aaron Cole	4409 West Broadway Louisville, Kentucky 40211
Bonnie Cole	3512 Del Park Louisville, Kentucky 40211
Diane Cross	3906 Parker Avenue Louisville, Kentucky 40212
Rudolph Davidson	108 Fontaine Landing Court Louisville, Kentucky 40212
Marian Dunkerley	112 North 39th Street Louisville, Kentucky 40212
Wayne Dunkerley	112 North 39th Street Louisville, Kentucky 40212
Benetha Ellis	100 South 45th Street Louisville, Kentucky 40212
Rev. Geoff Ellis	3803 Garfield Louisville, Kentucky 40212
Rev. Jerome Garrison	653 South 39th Street Louisville, Kentucky 40211

Bill Gatewood	661 South 44th Street Louisville, Kentucky 40211
Geraldine Martin	3800 Parker Avenue Louisville, Kentucky 40212
Jewell Smotherman	4229 Vermont Avenue Louisville, Kentucky 40212
Ann Wagner	120 South Shawnee Terrace Louisville, Kentucky 40212
Senora Weathers	4240 Vermont Avenue Louisville, Kentucky 40212
James White	224 North Longworth Louisville, Kentucky 40212

#### **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 from office upon a showing of good cause. Good cause shall include a breach of fiduciary duties to the organization such as care, trust and loyalty; unexcused absences from three consecutive board meetings shall also be included in the definition of good cause. Notice of intent to remove must be sent to the director in question at least 30 days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal.

A two-thirds vote of the directors present, a quorum being present, shall be required to bring the question of removal to the membership. A two-thirds vote of the members in good standing at a meeting at which a quorum is present, shall be required for removal. At least two weeks written notice to members that a removal vote shall take place is required.

#### **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/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 XI**

The Corporation may indemnify any director or officer or former director or officer of 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 XII**


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 charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), or to the Federal government or to a State or local government for a public purpose 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 XIII**

Amendments to these Articles shall be made by membership vote pursuant to the provisions of KRS 273.263(1) (or corresponding provision of any later State statute).

IN TESTIMONY WHEREOF, witness the signatures of the Incorporators of this Corporation, this 24 day of April, 2008.

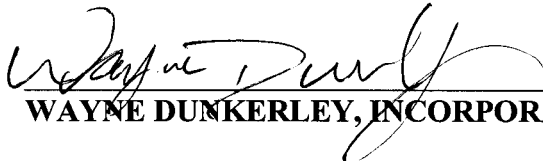
  
RUDOLPH DAVIDSON, INCORPORATOR

STATE OF KENTUCKY   )  
  )  
COUNTY OF JEFFERSON)

The foregoing Articles of Incorporation were acknowledged before me this 24<sup>th</sup> day of April, 2008, by Rudolph Davidson. Witness my signature and seal of office.

My Commission Expires: January 8, 2009.

  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY

  
WAYNE DUNKERLEY, INCORPORATOR

STATE OF KENTUCKY   )  
  )  
COUNTY OF JEFFERSON)

The foregoing Articles of Incorporation were acknowledged before me this 24<sup>th</sup> day of April, 2008, by Wayne Dunkerley. Witness my signature and seal of office.

My Commission Expires: January 8, 2009.

  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY

  
ANN WAGNER, INCORPORATOR

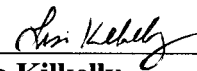
STATE OF KENTUCKY    )  
                                  )  
COUNTY OF JEFFERSON)

The foregoing Articles of Incorporation were acknowledged before me this 24<sup>th</sup> day of April, 2008, by Ann Wagner. Witness my signature and seal of office.

My Commission Expires: January 8, 2009.

  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY

**This Document Prepared By:**

  
\_\_\_\_\_  
**Lisa Kilkelly**  
Attorney at Law  
**LEGAL AID SOCIETY, INC.**  
416 West Muhammad Ali Blvd.  
Louisville, Kentucky 40202  
(502) 584-1254