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Alison Lundergan Grimes
Kentucky Secretary of State

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ARTICLES OF INCORPORATION
of
HOPTOWN CHRONICLE INC.

The undersigned incorporator, Jennifer P. Brown, executes these Articles of Incorporation for the purpose of forming and does hereby form a non-stock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161, et. seq.) with all rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or its successor provisions, in accordance with the following provisions.

ARTICLE I

Name

The name of the corporation is Hoptown Chronicle Inc.

ARTICLE II

Purpose and Powers

The purposes for which the Corporation is formed, and the business and objectives to be carried out on and promoted by it, and the powers granted to it, are as follows:

- (a) In furtherance of, consistent with and subject to the general and controlling purposes and limitations set forth in Article II, the Corporation shall have the following particular purposes:
 - (i) To engage in increasing public awareness and understanding of important issues facing citizens of Hopkinsville, Kentucky, and at times surrounding communities, through reliable, in-depth, fair and solutions-oriented journalistic reporting essential to the engagement of Hopkinsville citizens; to advance public good and respectful dialogue among citizens; to raise awareness of business, arts, culture and history unique to downtown Hopkinsville; to help preserve democracy and educate the public through such reporting; to engage professional journalists and others in public service work; to work collaboratively in sharing the resulting work; to identify and address issues in more impactful ways than private sector news media can and will do in a changing news media environment; to educate citizens about the Kentucky Open Meetings and Open Records Acts and the Freedom of Information Act as essential tools to ensuring open and transparent government operations. All General Purposes are to be conducted in a manner consistent with the requirements of 501(c)(3) of the Code;
 - (ii) To receive, solicit and accept grants and contributions for purposes consistent with General Purposes;
 - (iii) To conduct such activities and programs as are consistent with the General Purposes; and
 - (iv) The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable and education purposes within the meaning of Section

501(c)(3) of the Code. Subject to the foregoing and to the provisions stated in these Articles of Incorporation, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts, KRS 273.161, et seq.

- (b) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation and the Corporation will not participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Also as limited by Section 501(c)(3) of the Code, the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation or any initiative or referendum before the public.
- (c) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any member not qualifying as exempt under Section 501(c)(3) of the Code, or any private shareholder or individual (excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation); the Corporation shall not carry on any activities denied to (i) a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section 501(m) of the Code; of (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (d) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall, if the following provision of law are applicable to it: (i) not engage in any act of self-dealing as defined in Section 4941 of the Code; (ii) distribute its income for each fiscal year at such time and in such manner not to be subject to the tax under Section 4942 of the Code; (iii) not retain any excess business holdings as defined in Section 4942 of the Code; (iv) not make any investments in such manner as to subject the Corporation to tax under Section 4933 of the Code; and (v) not make any taxable expenditures as defined in Section 4944 of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address:

Jennifer P. Brown
612 S. Main St., Suite 203
Hopkinsville, KY 42240

ARTICLE IV

Mailing Address

The mailing address of the Corporation's principal office is:

612 S. Main St., Suite 203
Hopkinsville, KY 42240

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Directors

The initial Board of Directors shall consist of four persons who shall serve for such terms as provided by the Bylaws. The names and addresses of the initial Directors are:

Gwenda Motley
223 Creek View Drive
Hopkinsville, KY 42240

Jim Creighton
410 S. Main St.
Hopkinsville, KY 42240

Constance Alexander
634 Robertson Road South
Murray, KY 42071

Jennifer P. Brown, *incorporator*
236 Remington Road
Hopkinsville, KY 42240

ARTICLES VII

Members

The Corporation may have members (as described in KRS 23.187) as stated in the Bylaws.

ARTICLE VIII

Indemnification

Each person who is or was a Director, officer, employee, committee member, advisory committee member or volunteer of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorney's fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director, officer, employee or committee member; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurring in connection with any

action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit as improperly received by such persons, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director, officer, employee, committee member, or volunteer may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful, in whole or in part, such person shall be entitled to be paid also the expense of prosecuting the claim. The Corporation shall maintain insurance, at its own expense, to protect itself and any such person against such liability, cost or expense on such terms, and with such exclusions and deductibles, as determined by the Directors. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under applicable law.

ARTICLE IX

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised States or its successor. Upon Dissolution of the Corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to one or more organizations then described in and exempt under Section 501(c)(3) of the Code, or its successor provision to be used in a manner consistent with the General Purposes set out above. Because all of the assets of the Corporation are deemed to be charitable, any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal officer of the Corporation is then located, in the manner described above in Article IX.

ARTICLE X

Limitation of Director Liability

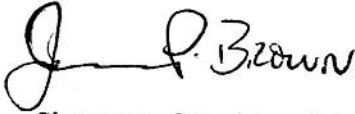
No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for the following:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

- (b) For acts of omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- (c) For any transaction from which the Director derives an improper personal benefit.

Executed by the undersigned Incorporators, effective this 9th day of May, 2019:

Signature of Incorporator



Print Name

Jennifer P. Brown

Date

05-10-19

Signature of Registered Agent



Printed Name

Jennifer P. Brown

Date

05-10-19