

# ARTICLES OF INCORPORATION DUNNVILLE CHRISTIAN CHURCH, INC. A NONPROFIT CORPORATION

0950176.09 Allison Lundergan Grimes Kentucky Secretary of State Received and Filed: 4/18/2016 9:07AM Fee Receipt: \$8.00
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## ARTICLE I. NAME

The name of the corporation is: DUNNVILLE CHRISTIAN CHURCH, INC.

## ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Kentucky Nonprofit Corporation Code (the "Kentucky Code").

## ARTICLE III. PURPOSES

The corporation is organized exclusively as a church for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including connecting people into a growing relationship with Jesus Christ and the making of distributions to organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

## ARTICLE IV. DURATION

The corporation shall have perpetual duration.

## ARTICLE V. RESTRICTIONS

**Section 1. No Private Inurement.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Elders, 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 III hereof. The corporation shall not have capital stock or shareholders.

**Section 2. No Substantial Lobbying.** No substantial part of the activities of the corporation shall be to influence legislation.

**Section 3. No Political Campaigning.** The corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

## ARTICLE VI. ELDERS

**Section 1. Number.** The Board of Elders shall consist of not fewer than five (5) members, and of not more than a maximum number determined by the Constitution or By-Laws of the corporation as amended from time to time.

**Section 2. Powers.** The Board of Elders shall govern the corporation and shall have all the rights and powers under the laws of the State of Kentucky and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to amend the Articles of Incorporation and the power to adopt and amend the Constitution or By-Laws and other corporate governing documents by a majority vote (unless a larger than majority vote is required herein or in the Constitution or By-Laws), in any way not inconsistent with the Articles of Incorporation, the laws of the State of Kentucky or the laws of the United States; provided, however, that such rights and powers shall include the right to transfer and relinquish all, or part of, these rights and powers to any

governing Board or Body that might be established by the Elders in the initial Constitution or By-Laws adopted by Elders.

**Section 3. Term.** The term of each member of the Board of Elders shall be as established in the Constitution or By-Laws.

**Section 4. Election.** Unless the Constitution or By-Laws provide differently (in which case such Constitution or By-Laws shall control), Elders shall be elected by the remaining Elders by a majority vote upon the expiration of a Elder's term or a vacancy for any reason (including positions created by an increase in the number of Elders). If the Board of Elders is unable to select a successor Elder(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Kentucky office (or if none the Kentucky registered office) of the corporation is then located.

**Section 5. Limitation of Liability.** No Elder shall have any personal liability to the corporation for monetary damages for breach of duty of care or other duty as an Elder, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Elder for (a) any appropriation, in violation of his duties, of any business opportunity of the corporation; (b) acts or omissions which involve intentional misconduct or knowing violation of law; or (c) any transaction from which the Elder derived an improper personal benefit.

**Section 6. Names of the Initial Board of Elders.** The names of the initial Board of Elders who are to serve are as follows:

Charles S. Fox 790 Riffe Creek Rd. Dunnville, KY 42528	Matthew Loper 11038 South US 127 Dunnville, KY 42528	Danny Miller 4850 Caldwell Ridge Rd. Knifley, KY 42753
Greg Neat 3676 Red Hill Rd. Dunnville, KY 42528	Derick F. Terry 11014 South US 127 Dunnville, KY 42528	

## **ARTICLE VII. POWERS**

**Section 1. General.** The corporation shall have all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers stated in the Kentucky Code.

**Section 2. Restrictions.** Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

**Section 3. Charitable Eldership Etc.** The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as an Elder.

## **ARTICLE VIII. MEMBERSHIP**

**Section 1. No Corporate Membership.** This organization shall have a non-voting membership. Members shall be referred to as Partners throughout the Constitution and Bylaws. Partnership is granted once a person has signed and agreed to the Partnership Form.

## **ARTICLE IX. DISSOLUTION**

**Section 1. Dissolution.** The Board of Elders may determine to cease corporate activities of Dunnville Christian Church and dissolve and liquidate the corporation by a unanimous vote following a special called Corporate Meeting.

**Section 2. Liquidation.** Upon dissolution of the corporation, the Board of Elders shall be responsible for making provisions for the payment of all of the liabilities of the corporation through the disposal of all of the assets of the corporation exclusively for the purposes stated in Article III of Articles of Incorporation of Dunnville Christian Church, Inc. or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Elders shall determine.

**Section 3. Contingent Provision.** If any such assets are not so disposed of, the appropriate court of the county in which the principal Kentucky office (or if none the Kentucky registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

## **ARTICLE X. INITIAL OFFICE AND AGENT**

**Section 1. Office.** The initial registered office of the corporation shall be:  
11000 South US 127  
Dunnville, KY 42528

**Section 2. Agent.** The initial registered agent of the corporation at such address shall be:  
Greg Neat  
11000 South US 127  
Dunnville, KY 42528

**Section 3. Mailing Address.** This mailing address of the corporation's principal office is:  
P.O. Box 149  
Dunnville, KY 42528

## **ARTICLE XI. INCORPORATOR**

**Section 1. Incorporator.** The name and address of the incorporator, who is a citizen of the United States, is:  
Greg Neat  
3676 Red Hill Rd.  
Dunnville, KY 42528