

ARTICLES OF INCORPORATION
OF THE
ROCKCASTLE KARST CONSERVANCY, INC

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, hereby certify as follows:

ARTICLE I

The name of the corporation shall be:

ROCKCASTLE KARST CONSERVANCY, INC

ARTICLE II

The term of existence of the corporation shall be perpetual.

ARTICLE III

The address of the registered office of the corporation is: **2716 Panola Street, P. O. Box 352, Catlettsburg, Kentucky 41129.**

The name of the initial registered agent for service of process, located at such address is: **Lisa Pruitt-Thorner, B.A., J.D.**

ARTICLE IV

This non-profit corporation is organized and shall be operated exclusively for charitable, scientific, conservational, environmental, educational and recreational purposes and as described within Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws). The corporation shall receive contributions and fees and shall distribute its funds to organizations and individuals in order to further the purposes of the Corporation and permitted for an organization exempt under said Section 501(c)(3).

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

- A. To acquire, lease and negotiate easements for caves and karst areas primarily within the county of Rockcastle and the surrounding region, in the state of Kentucky, to protect the scientific and environmental value of these resources and to maintain accessibility of these caves and karst areas for continued exploration.
- B. To create management plans for the above mentioned caves and karst areas that serve to maintain, protect and preserve the value of these resources.
- C. To aid in the dissemination of educational material concerning the need to protect caves and karst areas for the geological, hydrological, biological, ecological and anthropological significance.
- D. To provide a permanent, non-profit, non-sectarian, cooperative organization that works to establish and nurture a professional atmosphere among individuals and organizations that support the foregoing purposes.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 these articles.

ARTICLE V

- A. The Corporation shall be irrevocably dedicated to and operated exclusively for non-profit purposes.
- B. In carrying out the corporate purposes described in Article IV, the Corporation shall have all powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in Kentucky Revised Statutes Chapter 273.171 (or corresponding provision of any later state statute) except as follows and as otherwise stated in these Articles:
 - C. 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.
- D. 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.

ARTICLE VI

The names and addresses of incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Werner G. Jud	1044 Vacationland Drive, Cincinnati, Ohio 45231
Andrew J. Niekamp III	1515 Cordell Drive, Kettering, Ohio 45439
James P. Hutson	210 Woodduck Court, Winchester, Kentucky 40391
Lisa Pruitt-Thorner	2716 Panola Street, Catlettsburg, Kentucky 41129

ARTICLE VII

The initial Board of Directors shall consist of a minimum of three (3). The initial Board of Directors shall serve temporary positions until January 2005, at which time a permanent Board will be in place. The names and addresses of the temporary directors are:

<u>NAME</u>	<u>ADDRESS</u>
Werner G. Jud	1044 Vacationland Drive, Cincinnati, Ohio 45231
Andrew J. Niekamp III	1515 Cordell Drive, Kettering, Ohio 45439
James P. Hutson	210 Woodduck Court, Winchester, Kentucky 40391

ARTICLE VIII

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws.

All rules, regulations and mandates for the election, appointment, and removal of directors shall be contained within the bylaws.

ARTICLE IX

- 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 or her duties as a director unless such act, omission or breach:
 - 1. concerned or concerns a transaction in which the directors' 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.
- C. 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, in which she or he is made a party by reason of being or having been such director or officer, except in relation to matters as to which she or he 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, 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 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), as the Board of Directors shall determine.

ARTICLE XI

Amendments to these Articles shall be made pursuant to the provisions of Kentucky Revised Statutes 273.263 (or corresponding provisions of any later state statute).

In Testimony whereof, witness the hands of the incorporators on the day as notarized below:

Werner G. Jud

James P. Hutson

Andrew J. Niekamp III

Lisa Pruitt-Thorner

STATE OF OHIO

COUNTY OF MONTGOMERY

The foregoing Articles of Incorporation were acknowledged before me by Andrew J Niekamp III this ____ day of _____, 2004.

Witness my signature and seal of office.

My commission expires: _____

Notary Public

STATE OF OHIO

COUNTY OF HAMILTON

The foregoing Articles of Incorporation were acknowledged before me by Werner G. Jud this ____ day of _____, 2004.

Witness my signature and seal of office.

My commission expires: _____

Notary Public

COMMONWEALTH OF KENTUCKY

COUNTY OF CLARK

The foregoing Articles of Incorporation were acknowledged before me by James P. Hutson this ____ day of _____, 2004.

Witness my signature and seal of office.

My commission expires: _____

Notary Public

COMMONWEALTH OF KENTUCKY

COUNTY OF BOYD

The foregoing Articles of Incorporation were acknowledged before me by Lisa Pruitt-Thorner this ____ day of _____, 2004.

Witness my signature and seal of office.

My commission expires: _____

Notary Public

This document prepared by:

Lisa Pruitt-Thorner
Attorney at Law
2716 Panola Street
P. O. Box 352
Catlettsburg, Kentucky 41129
606-739-8434