

**ARTICLES OF INCORPORATION OF
KENTUCKY COUNCIL ON ARCHIVES, INC.
A KENTUCKY NONPROFIT CORPORATION**

ARTICLE I: Name

The name of the corporation is Kentucky Council on Archives, Inc. (“KCA”).

ARTICLE II: Purpose

- (A) KCA is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In carrying out its corporate purpose, KCA shall have all the powers allowed corporations by KRS Ch 273.
- (B) In furtherance of the general purposes in paragraph (A), the particular purposes of the Kentucky Council on Archives are to promote within Kentucky and in surrounding areas the cooperation and exchange of information among individuals interested in the collection, description, preservation, administration, and greatest possible accessibility of archival materials, through education and outreach and such other activity, not in violation of paragraph (A), as KCA may, from time to time, elect to pursue.

ARTICLE III: Registered Office and Agent

The name of the registered agent is Heather Potter and the street address of KCA’s registered office is 1310 S. Third Street Louisville, Kentucky 40208

ARTICLE IV: Principal Office

The mailing address of KCA’s principal office is 1310 S. Third Street, Louisville, Kentucky 40208.

ARTICLE V: Directors

A board of directors shall govern the business affairs of KCA. The nine (9) directors of the initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualify. The names and mailing addresses of the initial directors are:

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| Sarah Dorpinghaus | 212 W. Sixth Street, Lexington, KY 40508 |
| Daniel Weddington | 641 Cardinal Lane, Lexington, KY 40503 |
| Edna Fugate | 147 Sycamore St. Pikeville, KY 41501 |
| Heather Potter | 1310 S. Third St., Louisville, KY 40208 |
| Sandra Baird | 154 Woodlark Rd., Versailles, KY 40383 |
| Dieter Ullrich | 406 Camden-Carroll Library, Morehead State University, Morehead, KY 40351 |
| Johna Picco | 1310 S. Third St., Louisville, KY 40208 |
| Jaime Marie Burton | 179 Funkhouser Drive, Lexington, KY 40506-0039 |
| Megan Mummey | 704 Rose Hurst Way, Lexington, KY 40515 |

ARTICLE VI: Incorporator

The name and address of the original incorporator is _Heather Potter, 1310 S. Third Street, Louisville, Kentucky 40208.

ARTICLE VII: Private Inurement

- (A) No part of the net earnings of KCA shall inure to the benefit of, or be distributable to its members, trustees, officers, directors 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 II hereof.
- (B) No officer, director, or member of KCA, or private individual, shall be entitled to share in the distribution of KCA's assets on dissolution of KCA.

ARTICLE VIII: Political Campaigns and Lobbying

- (A) No substantial part of the activities of KCA 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX: Self-Dealing

KCA shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or any corresponding provisions of any subsequent federal tax laws.

ARTICLE X: Dissolution and Distribution of Assets

Upon the dissolution of KCA, the board of directors, after paying or making provisions for the payment of all the liabilities of KCA, shall distribute all remaining assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: Bylaws

The Bylaws of KCA shall be made and adopted by the board of directors. The Bylaws may be altered, amended, or rescinded, in accordance with the terms, by a majority of voting members in good standing.

ARTICLE XII: Amendment

KCA may amend or repeal any provisions contained in these Articles of Incorporation by a majority of voting members in good standing. KCA shall not amend or repeal any provision of these Articles of Incorporation that are required by the Commonwealth of Kentucky.

Signature of Incorporator

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Ch 273, the undersigned, as the initial registered agent identified in Article III of the Articles of Incorporation of Kentucky Council on Archives, Inc., hereby consent to serve KCA in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Nonprofit Corporation Act.

__Heather Potter_____
Name of Registered Agent

Signature of Registered Agent