

FILED IN OFFICE

AUG 17 2004

ARTICLES OF INCORPORATION

OF

Bobbie H. Holsclaw, Clerk  
By \_\_\_\_\_ D.C.

TOONERVILLE TROLLEY NEIGHBORHOOD ASSOCIATION, INC.

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Trey Grayson  
Secretary of State  
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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:

TOONERVILLE TROLLEY 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:

1416 South Brook Street  
Louisville, Kentucky 40208

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

Chris Hart

The principal office of the Corporation is located at:

1416 South Brook Street  
Louisville, Kentucky 40208

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).

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

1. to unify property owners, tenants, business people and others interested in the area;
2. to encourage neighborhood improvement and betterment;
3. to promote community activities and interests of an educational and charitable nature;
4. to preserve the historic and architectural character of the neighborhood;
5. to encourage upkeep of residential and business property and to eliminate vandalism and littering;
6. to encourage the planting of trees and shrubs;
7. to encourage high quality fire and police protection and traffic law enforcement;
8. to assist in the development of better traffic design and flow;
9. to be concerned with the youth of the area;
10. to be concerned for the senior citizens of the area;
11. to encourage reasonable and adequate zoning and zoning code enforcement;
12. to encourage friendliness and cooperative community spirit in the area and in relations with other neighborhood groups in the Old Louisville Neighborhood Council and throughout the City of Louisville;
13. to support other charitable, educational and cultural activities which advance the general welfare of the community and its people; and
14. to collect and solicit funds to enable the corporation to carry out the above purposes.

## 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:

<b><u>INCORPORATOR</u></b>	<b><u>ADDRESS</u></b>
Chris Hart	1416 South Brook Street Louisville, KY 40208
Jan Marie Hemberger	1244 South Brook Street Louisville, KY 40203
Dale Tucker	1420 South Brook Street Louisville, KY 40208
Philip J. DiBlasi	1244 South Brook Street Louisville, KY 40203

**ARTICLE VIII**

The initial Board of Directors shall consist of 4 Directors. The names and addresses of the members of the initial Board of Directors are:

<b><u>DIRECTOR</u></b>	<b><u>ADDRESS</u></b>
Chris Hart	1416 South Brook Street Louisville, KY 40208
Jan Marie Hemberger	1244 South Brook Street Louisville, KY 40203
Dale Tucker	1420 South Brook Street Louisville, KY 40208
Philip J. DiBlasi	1244 South Brook Street Louisville, KY 40203

#### 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 for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

#### 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/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which s/he is made a party by reason of being or having been such director or officer, except in relation to matters as to which s/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, 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 pursuant to the provisions of KRS 273.263 (or corresponding provision of any later State statute).

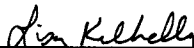
IN TESTIMONY WHEREOF, witness the signatures of the Incorporators of this Corporation, this 14th day of June, 2004.

  
\_\_\_\_\_  
CHRIS HART, INCORPORATOR

STATE OF KENTUCKY    )  
                                  )  
COUNTY OF JEFFERSON )

The foregoing Articles of Incorporation were acknowledged before me this 14th day of June, 2004, by CHRIS HART. Witness my signature and seal of office.

My Commission Expires: January 8, 2005

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY

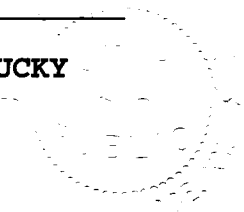
Jan Marie Hemberger  
JAN MARIE HEMBERGER,  
INCORPORATOR

STATE OF KENTUCKY )  
 )  
COUNTY OF JEFFERSON )

The foregoing Articles of Incorporation were acknowledged before me this 14th day of June, 2004, by JAN MARIE HEMBERGER. Witness my signature and seal of office.

My Commission Expires: January 8, 2005.

Don Kilbelly  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY



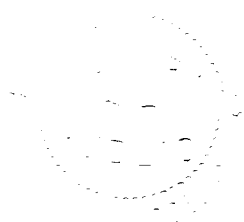
Dale Tucker  
DALE TUCKER, INCORPORATOR


STATE OF KENTUCKY )  
 )  
COUNTY OF JEFFERSON )

The foregoing Articles of Incorporation were acknowledged before me this 14th day of June, 2004, by DALE TUCKER. Witness my signature and seal of office.

My Commission Expires: January 8, 2005.

Don Kilbelly  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY

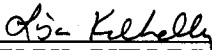


  
PHILIP J. DIBLASI  
INCORPORATOR

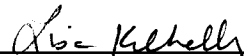
STATE OF KENTUCKY )  
                                  )  
COUNTY OF JEFFERSON )

The foregoing Articles of Incorporation were acknowledged before me this 14<sup>th</sup> day of June, 2004, by PHILIP J. DIBLASI. Witness my signature and seal of office.

My Commission Expires: January 8, 2005.

  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY

**This Document Prepared By:**

  
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