

**ARTICLES OF INCORPORATION  
OF  
PRESERVATION ALLIANCE OF OWENSBORO-DAVIESS COUNTY, INC.**

**ARTICLE I. NAME**

The name of the corporation shall be: Preservation Alliance of Owensboro-Daviess County, Inc.

**ARTICLE II. DURATION AND DISSOLUTION**

The duration of the corporation shall be perpetual unless sooner dissolved pursuant to the terms of its By-Laws and/or the requirements of the Commonwealth of Kentucky. No member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all of its debts and obligations, shall be used or distributed exclusively for the purposes within the intentment of Section 501(c)3 of the Internal Revenue Code, as the same now exists or as it may be amended from time to time.

**ARTICLE III. POWERS**

The corporation shall have all of the powers of a non-stock, non-profit corporation as provided by the laws of the Commonwealth of Kentucky, as the same now exists and as hereafter amended and enacted, provided, however, that the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the Subsection of 501(c)3 of the Internal Revenue Code under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time. Provided further the corporation shall be subject to the following matters:

**(a)** No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**(b)** Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist or may hereafter be amended from time to time.

#### **ARTICLE IV. PURPOSES**

The purpose for which the Corporation is organized is to, on a charitable, educational and non-profit basis, furnish and provide means necessary to restore, renovate and otherwise bring back into existence landmarks of a historical nature in the community of Owensboro and Daviess County, Kentucky. In the furtherance of this pursuit, the organization shall have and intends

- to inherit property, borrow money;
- to own both real and personal property wherever so situated and to sell property, both real and personal;
- to renovate, restore and beautify historical landmarks;
- to make applications for grants, federal, state and local; and
- to make application to the local planning and zoning commission for construction permits and zoning ordinance proposals;
- to petition the local governments of competent jurisdiction to prevent destruction of local landmarks pursuant to any such ordinances so enacted in the City of Owensboro or Daviess County;
- to make and enter into leases of any property, both real and personal, which this Corporation may own;
- to assist others in making applications for grants to restore, renovate and beautify historic landmarks;
- to receive all donations of both real and personal property and to hold and renovate same and to sell or lease such property.

#### **ARTICLE V. DIRECTORS**

The affairs and business of the Corporation shall be conducted and managed by a Board of Directors having not less than nor more than the number of directors as provided by the By-Laws of the Corporation. Directors shall be elected by the members each year at their annual meeting.

An annual meeting of the Board of Directors shall be held each year immediately following the annual meeting of the members and regular and special meetings of the Board of Directors shall be held at the time and places, and upon such notice and call, as provided in the By-Laws of the Corporation. One-third of the Directors shall constitute a quorum at all meetings of the Board of Directors.

The Board of Directors shall adopt By-Laws not inconsistent with these Articles of Incorporation and shall elect such officers and appoint such committees and employ such agents as required for the day to day operations of the Corporation, and as provided in the By-Laws duly adopted.

**ARTICLE VI. INITIAL BOARD**

The following incorporators shall act as directors until the first meeting called to elect a permanent Board of Directors:

Glenda Thacker	Aloma Dew	Richard Edwards
Rt. #2, Box 192-A	2015 E. Griffith Place	1411 Woodbridge Trial
Owensboro, Kentucky 42301	Owensboro, Kentucky 42301	Owensboro, Kentucky 42301

**ARTICLE VII. MEMBERS**

Qualifications for membership shall be: Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors shall establish from time to time. Each member shall be entitled to one vote. The first members of the Corporation shall consist of the members of the Board of Directors first elected at the organization meeting of the Corporation.

**ARTICLE VIII. REGISTERED OFFICE AND AGENT**

The address of the Corporation's Registered Office in Kentucky is: Preservation Alliance of Owensboro-Daviess County, Inc., c/o Downtown Owensboro, Inc., 224 Allen Street, Owensboro, Kentucky 42301, and the name and address of the Resident Agent is Glenda Thacker, c/o Downtown Owensboro, Inc., 224 Allen Street, Owensboro, Kentucky 42301.

**ARTICLE IX. INCORPORATORS**

The name and addresses of the Incorporators are as follows:

Glenda Thacker	Aloma Dew	Richard Edwards
Rt. #2, Box 192-A	2015 Griffith Place	1411 Woodbridge Trial
Owensboro, Kentucky 42301	Owensboro, Kentucky 42301	Owensboro, Kentucky 42301

IN WITNESS WHEREOF, the incorporators hereof have signed this Certificate of Incorporation on the dates indicated beside their signature:

/s/ Richard Edwards                      8/4/1982

/s/ Glenda Thacker                      8/4/1982

/s/ Aloma W. Dew                      8/4/1982

County of Daviess     )  
State of Kentucky    ) ss:

On this 4th day of August, 1982, before me, a Notary Public in and for the County of Daviess, State of Kentucky, to me known to be the persons named in and who executed the foregoing instrument, and severally acknowledged they executed the same freely and for the intents and purposes therein stated.

/s/ Sinda S. Girtman  
Notary Public

My Commission Expires: October 11, 1983