

ARTICLES OF INCORPORATION

of

OHIO RIVER VALLEY ARTISTS GUILD, INC.

Pursuant to the provisions of Chapter 273, Kentucky Revised Statute form a corporation under the laws of the Commonwealth of Kentucky.

ARTICLE I

The name of the corporation shall be Ohio River Valley Artists Guild, Inc., by which name it may contract and be contracted with, sue and be sued, adopt and use a corporate seal, and do all thing necessary to the conduct of its business in the furtherance of its expressed purposes now or hereafter lawful or authorized by the statutes and laws of the Commonwealth of Kentucky.

MISSION STATEMENT

The Ohio River Valley Artists Guild, Inc. has a mission as an organization to establish, operate, and maintain an artists' guild whose goal is to support area artists, both with peer group and outside educational opportunities, to promote the visual arts within the community and area, and plan and execute programs that include guild members, students, and other organizations within the community that would promote the visual arts and enhance the local environment.

ARTICLE II

The purposes of the Corporation are to have any and all other powers or purposes of a charitable or eleemosynary nature and character as may be now or hereafter generally be regarded as charitable purposes for a 501(c)(3) status and shall have all powers available to nonprofit corporations in KRS 273.163 to 273.387.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The principal office and place of business of the corporation shall be 1090 Ashwood Drive, Maysville, Kentucky 40156. Elaine Harju, 1090 Ashwood Drive, Maysville, Kentucky 40156, shall serve as resident agent for the service of process.

ARTICLE V

The Corporation shall have no capital stock, shall have no power to issue certificates of stocks, or to declare dividends. The corporation is not organized for the making of any profit, shall not be operated for profit, and no private pecuniary profit shall at any time be derived by any officers or directors of the corporation. The private property of the incorporators, directors or officers shall not be liable for any debts or liabilities of the corporation.

ARTICLE VI

No part of the net earnings of the corporation shall enure to the benefit of, or be distributable to its 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 II hereof. No substantial part of 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other 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 of 1954 (or the corresponding provisions of any subsequent federal tax law) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent federal tax law), and shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

ARTICLE VII

The names and post office addresses of the incorporators who shall serve as the governing authority and the first Board of Directors until the first meeting called to elect a Board of Directors are:

Steve Jones
Larry Poe
Charles P. Bellanca
Stephanie McNeill

(Signatures and addresses are on the original document on file at the corporation headquarters.)

ARTICLE VIII

The affairs and business of the corporation shall be conducted by a Board of Directors which shall be composed of not less than three nor more than nine directors, one of whom shall be elected president, one vice-president, and one secretary—treasurer, which officers shall thereafter be elected at the annual meeting of the corporation to be held on the third Tuesday of January of each year, and shall serve for one year and until their successors are duly elected and qualified, subject to removal at any time by vote of a majority of the directorate. The first Board of Directors shall be elected by the incorporators and shall serve for a period of at least one year. Thereafter, at each annual meeting, directors shall be elected by members in good standing who have demonstrated an interest in the Artist Guild and its aims. At the first annual meeting, three directors shall be elected for a time of one year, three for a time of two years, and three for a time of three years, all of whom shall continue in office until their successor is duly elected and qualified. Thereafter, at each annual meeting, directors shall be elected to fill the vacancy of those whose term expires and who may become ineligible to serve for any

reason whatsoever. A simple majority of those directors present at any meeting shall be sufficient to transact any business of the corporation.

ARTICLE IX

Upon the dissolution of the corporation, assets must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Circuit Court 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 X

The highest amount of indebtedness or liability which the corporation shall at any time incur shall be \$ 10,000.

ARTICLE XI

The Board of Directors shall have power to make all such by-laws and rules to regulate the business and affairs of the corporation as will not be inconsistent with the provisions of these Articles of Incorporation or the laws of the Commonwealth of Kentucky.

(Witness and Director signatures are on the original document on file at the corporation headquarters).