

**ARTICLES OF INCORPORATION  
OF UPHA  
CHAPTER 9, INC.**

The undersigned, acting as incorporator of the Corporation under Chapter 273 of the Kentucky Business Corporation Act, adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I**

NAME

The name of the Corporation shall be UPHA Chapter 9, Inc.

**ARTICLE II**

DURATION

The existence of this Corporation shall commence upon the filing of these Articles with the Secretary of State, and its duration shall be perpetual unless sooner dissolved in accordance with the laws of the Commonwealth of Kentucky.

**ARTICLE III**

PURPOSE

The Corporation shall be organized and operated to promote the development and improvement of the horse in Kentucky, as contemplated by Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations of Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code. In connection therewith, but only to the extent consistent with and in furtherance of that purpose, the Corporation shall have the following purposes:

1. To better the conditions of those engaged in the pursuit of various equine related activities in Kentucky;
2. To support research aimed at improving the horse as a species;

3. To promote the development of a higher degree of efficiency for its members in their efforts to improve the general condition of the show horse industry in Kentucky.

#### **ARTICLE IV**

##### **DIRECTORS**

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the directors of the Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of the Corporation's Articles of Incorporation shall be specified in the Bylaws of the Corporation.

The number of directors of the Corporation constituting its initial Board of Directors shall be three (3) and the names and addresses of initial directors, who shall serve until their successors are duly elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kim W. Crumpler	4416 Todds Point Road Simpsonville, KY 40067
Julie Kaufman	4400 Delaney Ferry Rd. Versailles, KY 40383
Tiffany Wheeler	153 Blossom Circle Shelbyville, KY 40065

The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

#### **ARTICLE V**

##### **LIABILITY OF DIRECTORS**

The liability of each and all of the directors of the Corporation shall be and is hereby limited to the greatest extent permitted by

law and no director of the Corporation shall be liable to the Corporation or its members for monetary damages for breach of such director's duties as a director except for the following (which exceptions shall be construed as narrowly as legally possible):

1. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its members;
2. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
3. For any transaction from which the director derives an improper personal benefit.

#### **ARTICLE VI**

##### **INDEMNIFICATION**

Any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another Corporation in which it owns shares of capital stock, or of which it is a creditor, shall be indemnified against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which 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.

#### **ARTICLE VII**

##### **RESTRICTIONS**

The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members, directors, or officers of such, and no part of the net income or net earnings

of the Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or office of, or any other person having a personal and private interest in the activities of the Corporation; provided, however, that the Corporation may pay reasonable compensation for services rendered and property and supplies furnished to the Corporation in furtherance of its purposes described in Article III hereof.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities which would cause the Corporation to lose its exempt status from federal income tax under Section 501(c)(5) of the Internal Revenue Code.

#### **ARTICLE VIII**

##### **MEMBERS**

The members of the Corporation, the classes of membership and member qualifications shall be as set forth in the Bylaws and may be amended from time to time in accordance with said Bylaws.

#### **ARTICLE IX**

##### **STOCK**

The Corporation shall have no capital stock.

#### **ARTICLE X**

##### **DISSOLUTION**

In the event of dissolution of the Corporation, all the remaining assets and property of the Corporation, after necessary expenses and payment of liabilities, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code. These organizations shall be designated by the Board of Directors.

**ARTICLE XI**

**REGISTERED OFFICE; REGISTERED AGENT**

The address of the initial registered office of the Corporation shall be 209 E. Higgins St., Midway, KY 40347, and the name of the initial registered agent shall be Kristin Stivers.

**ARTICLE XII**

**INCORPORATOR**

The name and address of the incorporator of the Corporation is Kim W. Crumpler, 4416 Todds Point Road, Simpsonville, KY 40067.

**ARTICLE XIII**

**PRINCIPAL OFFICE**

The address and principal place of business of the Corporation shall be PO Box 3836, Midway, KY 40347.

Dated this the \_\_\_\_ day of September, 2014.

\_\_\_\_\_  
Incorporator

**ACKNOWLEDGEMENT**

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

On this the \_\_\_\_ day of \_\_\_\_\_, 2014, before me \_\_\_\_\_, the undersigned, Kim Crumpler, did personally appear and acknowledge himself to be the authorized incorporator of UPHA Chapter 9, Inc. and that he, being authorized to do so, entered into and executed the foregoing instrument for the purposes of incorporation, and that the statements therein contained are true.

In witness whereof I hereunto set my hand.

My Commission Expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

**CONSENT**

I, Kristin Stivers, consent to serve as registered agent for the Corporation, with an initial registered office at 209 E. Higgins St., Midway, KY 40347.

---

Kristin Stivers