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AMD

Alison Lundergan Grimes
Kentucky Secretary of State
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KENTUCKY HUNTER JUMPER ASSOCIATION, INC.,
A KENTUCKY NON-STOCK, NON-PROFIT CORPORATION**

Pursuant to KRS 273.273 et seq. of the Kentucky Revised Statutes, the undersigned does hereby certify as follows:

**ARTICLE I
NAME**

1.1 The name of the corporation is Kentucky Hunter and Jumper Association, Inc., (the "Corporation").

1.2 The name of the Corporation is hereby amended to Kentucky Hunter Jumper Association, Inc.

**ARTICLE II
PRINCIPAL OFFICE, REGISTERED AGENT, REGISTERED OFFICE**

2.1 The principal office of the Corporation shall be P.O. Box 761, Georgetown, Kentucky 40324.

2.2 The name and address of the Corporation's registered agent and registered office is Sarah Coleman, 2857 Kearney Creek Lane, Lexington, Kentucky 40511.

**ARTICLE III
PURPOSES AND POWERS**

3.1 The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code") or any corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(4) of the Code. The Corporation may receive contributions and fees, and shall distribute its funds for public, charitable purposes, as hereinafter set forth. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations under the Kentucky Non-Profit Corporation Act; provided, however, that the Corporation shall not have or exercise any power prohibited by Article 3.2. The Corporation is organized for the following purposes:

3.1.1 To promote the hunter and jumper sports within the Commonwealth of Kentucky and to cater to the membership of the Corporation with respect to horse sport, sportsmanship, the organization and conduct of horse shows, the promotion of riding excellence and scholarship as well as any activities related thereto.

3.2 The Corporation shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. 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 3.1 hereof. 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501(c)(4) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV MEMBERS; BOARD OF DIRECTORS

4.1 The Corporation shall have no members/shareholders.

4.2 The Board of Directors shall consist of no less than eight (8) voting members and no more than twenty (20) voting members. The Board of Directors as of the filing of the Amended and Restated Articles shall consist of the following individuals whose names and addresses are as follows:

Joyce Brinsfield
320 Pinckard Pike
Versailles, KY 40383

Bruce Brown
P.O. Box 414
Versailles, KY 40383

Diana Conlon
533 Judy Lane
Lexington, KY 40505

Laura D'Angelo
236 Chenault Road
Lexington, KY 40502

Elaine Schott
3085 Troy Pike
Versailles, KY 40383

Matt McHugh
2050 Cedarville Road
Goshen, Ohio 45122

Melissa Murphy
150 St. Williams Drive
Lexington, KY 40502

Ashley Watts
3546 Winthrop Drive
Lexington, KY 40503

Katherine W. Ross
216 Owsley Avenue
Lexington, KY 40503

Nancy George
2170 Bethal Road
Nicholasville, KY 40356

David Warner
1730 McCowans Ferry
Versailles, KY 40383

Tara Gnau
5708 Renada Drive
Crestwood, KY 40014

Sara Spry
5689 Buck Creek Road
Finchville, KY 40022

Elaine Hoffmann
112 Morris Drive
Ft. Wright, KY 41011

Keedle Ritter Konopka
2612 S. English Station Road
Louisville, KY 40299

Trena Kerr
7001 Rocky Springs Road
Burlington, KY 41005

Katrina Fanning
8370 Tamarack Drive
Florence, KY 41042

Maria Kneipp
6743 Ragland Road
Cincinnati, OH 45244

4.3 Any director may be removed from the Board of Directors, with or without cause, by the affirmative vote of a majority of the directors. Any director who resigns or is removed from the Board of Directors may be replaced with a new director elected by the affirmative vote of a majority of the directors until such time as the next regularly scheduled general election.

4.4 The affairs of the Corporation shall be conducted by its directors; however, the directors may elect an Executive Committee and appoint subcommittees pursuant to the Bylaws to conduct day-to-day business in accordance with its Bylaws.

4.5 The directors may make and adopt Bylaws not inconsistent with the provisions of these Amended Articles of Incorporation and the laws of the Commonwealth of Kentucky. Adoption of the bylaws and subsequent amendments thereof shall be effective upon the affirmative vote of a two-thirds (2/3) vote of the directors of the Corporation at a meeting duly called for that purpose.

ARTICLE V DISSOLUTION

5.1 No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution, the Board of Directors (after paying or making provision for the payment of all liabilities of the Corporation) shall distribute all remaining assets of the Corporation to one or more qualifying charities upon the affirmative vote of the majority of the directors. Any funds so given to must be used for a public purpose within the meaning of Section 501(c)(4) of the Code. Such assets shall go to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Code or the corresponding provision of any future United States Internal Revenue law. Any such assets not so disposed shall be distributed to the federal government or to the Commonwealth of Kentucky for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization 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.

5.2 In the event the Corporation is ever a "private foundation" as defined in Section 509(a) of the Code, the Corporation (consistent with the provisions of KRS 273.400) shall distribute at such time and in such manner, for each taxable year, an amount of its income at least sufficient to avoid liability for any tax imposed under Section 4942 of the Code and shall not (a) engage in any act of "self-dealing" as defined in Section 4941(d) of the Code, (b) retain any "excess business holdings" as defined in Section 4943(c) of the Code, (c) make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Code, or (d) make any "taxable expenditure" as defined in Section 4945(d) of the Code.

ARTICLE VI LIMITATION OF DIRECTOR LIABILITY AND INDEMNIFICATION

6.1 No director, officer or employee of the Corporation shall be personally liable as such on its obligations or to the Corporation for monetary damages for breach of his/her duties as a director except for liability for (a) any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation, (b) 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 (c) any transaction from which the director derives an improper personal benefit. If the Kentucky Revised Statutes are subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest

extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

6.2 Each person who is or was a member, director, trustee, officer or employee of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, trustee, officer or employee of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer or employee or arising out of such person's status as a member, director, trustee, officer or employee; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, the commission of a crime, a breach of fiduciary duty to the corporation, wanton or willful misconduct, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the member, director, trustee, officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.


ARTICLE VII
AMENDMENT

7.1 These Articles may be amended only upon the affirmative approval of the majority of the directors.

ARTICLE VIII
BYLAWS


8.1 The Bylaws of the Corporation shall regulate the internal affairs of the Corporation except as otherwise set forth herein.

These Amended and Restated Articles of Incorporation are executed by the President on behalf of the Board of Directors on May 21, 2015. The Amended and Restated Articles were duly approved and adopted as required by law, at a meeting held for that purpose, and supersede the original Articles of Incorporation and any amendments thereto.



Joyce Brinsfield, President

The undersigned, as the registered agent in the Amended and Restated Articles of Incorporation of the Corporation dated May ____, 2015 and filed with the Kentucky Secretary of State's Office, hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated in accordance with the Kentucky KRS 14A and KRS 273.



Sarah Coleman, Registered Agent