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# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

**DREXELL R. DAVIS**  
Secretary



FRANKFORT,  
KENTUCKY

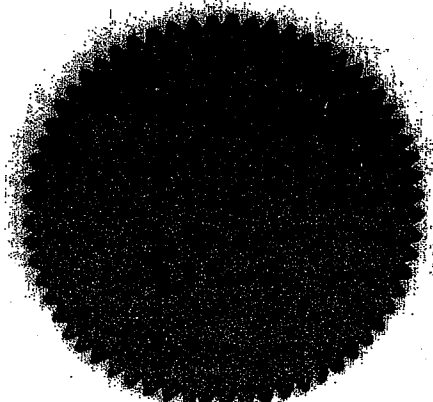
## CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

I, **DREXELL R. DAVIS**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Amended Articles of Incorporation of

**PARENTS' ASSOCIATION OF THE LOUISVILLE-JEFFERSON COUNTY YOUTH**

**ORCHESTRA, INC. (LOUISVILLE, KENTUCKY)**

amended pursuant to Kentucky Revised Statutes, ~~203A~~ (273) duly signed and verified or acknowledged according to law, have been filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.



Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 20TH day of MAY, 19 76.

*Drexell R. Davis*  
SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY  
FILED  
SECRETARY OF STATE OF KENTUCKY  
COMMERCIAL DIVISION

MAY 20 1976

*Donald P. Davis*  
Secretary of State

SECRETARY OF STATE

MAY 20 1976  
*Heif*

ARTICLES OF AMENDMENT  
OF THE  
PARENTS' ASSOCIATION OF THE LOUISVILLE  
JEFFERSON COUNTY YOUTH ORCHESTRA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Mrs. Lloyd May, President, and Mrs. Louis Vogel, Secretary, do hereby certify that by unanimous vote of the directors of this corporation, the Articles of Incorporation of this corporation are amended in the manner as set forth below.

The said amendment has been embodied in an agreed resolution and assent which was unanimously moved and carried by the directors at a special meeting called for that purpose. The aforesaid resolution and assent amending the Articles of Incorporation of this corporation is as follows:

RESOLVED, that Article IV of the Articles of Incorporation is amended to read as follows: "Notwithstanding any other provision in these articles of incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Internal Revenue Code Section 501 (c) and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Internal Revenue Code Section 170 (c) (2) as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, officer of the corporation, or any private individual (Except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its businesses), and no member, officer of the corporation, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, all assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under Internal Revenue Code Section 501 (c) (3) and its Regulations as they exist or as they may hereafter be amended."

WITNESS the signatures of the President and Secretary  
of this corporation this 17<sup>th</sup> day of May, 1976.

*Lloyd May*  
MRS. LLOYD MAY, President

*Mrs. Louis Vogel*  
MRS. LOUIS VOGEL, Secretary

STATE OF KENTUCKY :  
  :SS  
COUNTY OF JEFFERSON:

I, the undersigned, a Notary Public, in and for the State and County aforesaid, do hereby certify that on this day the foregoing was produced to me in said County and was acknowledged and delivered by MRS. LLOYD MAY and MRS. LOUIS VOGEL, who being first duly sworn, declared that they are President and Secretary, respectively, of the Parents' Association of the Louisville-Jefferson County Youth Orchestra, Inc., that they signed the foregoing document as officers of the corporation, and that the statements contained therein are true.

Witness my hand this 17<sup>th</sup> day of May, 1976.

My commission expires June 23, 1977

*David Klingman*  
Notary Public  
Jefferson County, Kentucky

THIS INSTRUMENT PREPARED BY:

FROCKT & KLINGMAN

*David Klingman*  
W. David Klingman, Attorney  
1417 Citizens Plaza  
Louisville, Kentucky 40202  
582-1645

ORIGINAL COPY  
FILED AND RECORDED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

MAR 12 1976

*Daniel P. Davis*  
SECRETARY OF STATE  
*MD*

SECRETARY OF STATE  
**RECEIVED**  
MAR 11 1976  
*(124)*

ARTICLES OF INCORPORATION

Commonwealth of Kentucky

OF THE

PARENTS' ASSOCIATION OF THE LOUISVILLE -

**13446**

JEFFERSON COUNTY YOUTH ORCHESTRA, INC.

We, the undersigned, do associate to form a non-stock, nonprofit corporation under the provisions of Sections 273.161 through 273.290 of the Kentucky Revised Statutes, more commonly known as the Kentucky Nonprofit Corporation Act, as follows:

ARTICLE I

The name of the corporation is the PARENTS' ASSOCIATION OF THE LOUISVILLE - JEFFERSON COUNTY YOUTH ORCHESTRA, INC.

ARTICLE II

The life of this corporation shall be perpetual.

ARTICLE III

1. The purposes and objects for which this corporation is formed are:

- (a) To promote greater interest in symphonic music;
- (b) To further musical education and appreciation; and
- (c) To broaden the base of support of the Louisville - Jefferson County Youth Orchestra.

2. In furtherance of its objects and purposes the corporation shall have the following powers:

- (a) Those powers specifically enumerated in Section 273.171 of the Kentucky Revised Statutes and any greater (but not lesser) powers which may be granted by statute in the future.
- (b) To accept gifts, bequests, and devises of property of any kind which any person, firm, or corporation may make to the corporation so long as such gifts are accepted and are used for the purposes set out in Section 501 (c) and Section 170 (c) (4) of the Internal Revenue Code and its Regulations pertaining thereto.
- (c) In general and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law

upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conductive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE IV

Notwithstanding any other provision in these articles of incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Internal Revenue Code Section 501 (c) and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Internal Revenue Code Section 170 (c) (2) as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, officer of the corporation, or any private individual (Except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its businesses), and no member, officer of the corporation, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, all assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary,

or educational organizations which would then qualify under Internal Revenue Code Section 501 (c) (3) or (4) and its Regulations as they exist or as they may hereafter be amended.

ARTICLE V

The principal office of the corporation shall be located at Louisville Gardens, Walnut & Armory Streets, Louisville, Kentucky, 40202.

ARTICLE VI

The resident agent for service of process is

Mrs. Lloyd May, Louisville Gardens, Walnut & Armory Streets, Louisville, Kentucky, 40202.

ARTICLE VII

The affairs and business of the corporation shall be managed by a Board of Managers. The initial Board of Managers to serve until the first annual meeting, shall consist of four (4) in number, whose names and addresses and offices are as follows:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>
Mrs. Lloyd May 41 Sterling Road Louisville, Kentucky 40220	President
Mrs. Raymond Burkhead 9708 Lanesboro Way Louisville, Kentucky 40222	Vice-President
Mrs. Louis Vogel 3612 Fallen Timber Way Louisville, Kentucky 40222	Secretary
Mrs. Robert Lukes 223 Bramton Road Louisville, Kentucky 40207	Treasurer

ARTICLE VIII

The name and address of the incorporator is Mrs. Robert Lukes, 223 Bramton Road, Louisville, Kentucky, 40207.

ARTICLE IX

The corporation shall issue no stock.

The first annual meeting of the corporation shall be held in the Spring, 1976, and the annual meetings thereafter shall be on such date and at such place and time as may be prescribed in the Bylaws or as the Board of Managers may determine.

Any member elected to office may be removed from office for inefficiency, malfeasance, or misfeasance, for conduct detrimental to the interest of the corporation, for lack of sympathy with the objects of the corporation, or for a refusal to render reasonable assistance in carrying out its business. Removal of a member elected to office shall occur only by the affirmative vote of two-thirds of the members present at a special meeting called for the purpose with at least seven days notice of the meeting and the purpose of the meeting having been given to every member then in good standing. In the case the President is removed, the Vice-President shall assume his office for the unexpired term. In all other cases, the Board of Managers or the Executive Committee in the normal course of business, shall appoint a member to fill the vacancy for the unexpired term. The same procedure shall be employed for filling vacancies in offices occurring for any other reason.

#### ARTICLE X

The corporation may indemnify each person who is or was a member of the Board of Managers, a member, an agent, servant, or employee of the corporation against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding whether actual or threatened, in which he may become involved, as a party or otherwise, by reason of his being or having been a member of the Board of Managers, a member, an agent, servant, or employee of the corporation or by reason of any past or future action taken or not taken in any such capacity aforesaid, whether he continues to be such at the time such liability or expense is incurred;

provided, however, no such person shall be so indemnified if such person may have been grossly negligent or shall have engaged in willful misconduct in the performance of his duties, and in addition, in any criminal action or proceeding there shall have been reasonable cause to believe that his conduct was unlawful. As used in the Article X, the terms "liability" and "expense" shall include, but not be limited to, attorneys' fees and disbursements in the amounts of judgments, fines or penalties against, and amounts paid in settlement by, a director, officer or employee. The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without Court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article X.

IN WITNESS WHEREOF, the undersigned being the incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of March, 1976.

Mrs. Robert Lukes  
MRS. ROBERT LUKES

STATE OF KENTUCKY )  
                          )SS  
COUNTY OF JEFFERSON)


I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of the Parents' Association of the Louisville - Jefferson County Youth Orchestra, <sup>Inc.</sup> were this day produced to me in my office and acknowledged by Mrs. Robert Lukes to be her act and deed.

WITNESS my hand this 10<sup>th</sup> day of March, 1976.

My commission expires June 23, 1977  
David [Signature]  
Notary Public, Jefferson County, Kentucky

THIS INSTRUMENT WAS PREPARED BY:

FROCKT & KLINGMAN

  
\_\_\_\_\_

W. David Klingman  
Attorney at Law  
1417 Citizens Plaza  
Louisville, Kentucky 40202  
582-1645