

16040 ✓
Page-263

Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

DOMESTIC CORPORATION DEPARTMENT

NON-STOCK CORPORATION

I, THELMA L. STOVALL, Secretary of the State of Kentucky, hereby certify that Articles of Incorporation of the
ENLISTED ASSOCIATION NATIONAL GUARD OF KENTUCKY, INC., Frankfort, Kentucky

has this day been filed in my office.

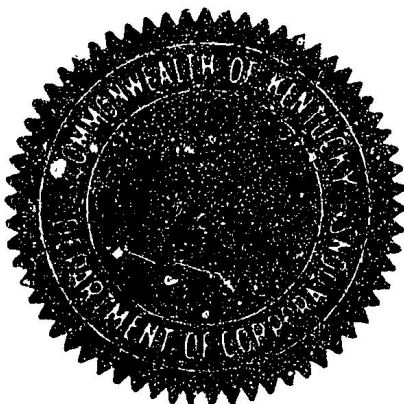
It appearing from said Articles of Incorporation that the said Corporation has no capital stock, and no private pecuniary profit is to be derived therefrom, the said Corporation is not required by law to pay a tax on organization; and it further appearing that the aforesaid Corporation has complied with all the requirements of the law, this certificate is issued as evidence of the fact that the said Corporation is now authorized and empowered to do business in this State under its charter, subject to the restrictions imposed by the statutes of Kentucky.

Given under my hand as Secretary of State,
this ^{8TH} day of NOVEMBER 19 ⁷²

Thelma L. Stovall

Secretary of State *LM*

Assistant Secretary of State



SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ENLISTED ASSOCIATION NATIONAL GUARD OF KENTUCKY, INC.

SECRETARY OF STATE
RECEIVED
4-00
NOV 9 - 1972
Commonwealth of Kentucky

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Kentucky, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is ENLISTED ASSOCIATION NATIONAL GUARD OF KENTUCKY, INC., and by such name it shall be known as a body corporate and its duration shall be perpetual.

ARTICLE II

The purpose of the corporation is and the said corporation is organized exclusively for charitable, educational, and scientific purpose, including for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law. In furtherance of said purpose the corporation is to promote and maintain adequate National Security, to promote and advance the status, welfare and professionalism of Enlisted members of the National Guard of the United States and the Commonwealth of Kentucky, to engage in any undertaking conclusive to carry out or in and of the stated purposes as permitted by law, included but not limited to the receipt and collection of dues, acceptance of contributions, and to acquire, own, sell and convey such property

real or personal, as may be necessary to accomplish the purpose for which the corporation is organized.

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which this corporation is organized.

ARTICLE III

The address of the registered office of the corporation in the State of Kentucky is Boone National Guard Center, Frankfort, Franklin County, Kentucky. The name and address of the resident agent of the corporation is Marion F. Williams, Boone National Guard Center, Frankfort, Franklin County, Kentucky.

ARTICLE IV

The names and addresses of the Directors who are to serve until the first annual meeting are:

RICHARD L. GRAVATTE
4931 Forrest Park Dr.
Louisville, Kentucky 40219

VIRGIL S. VAN ARSDALE
8460 Vickie Lane
Louisville, Kentucky 40258

VIRGIL GIBSON
5000 Lila Ave
Louisville, Kentucky 40258

ARTICLE V

The number of Directors to be elected at the first meeting of the shareholders is Three.

ARTICLE VI

Under the name of the corporation it may adopt a corporate seal, and it has the power to contract and be contracted with, to sue and be sued, and it may receive, accept purchase or acquire and hold in any other lawful manner, for the benefit of the corporation,

its members, associates, or any other cause or causes of an educational, or charitable nature.

ARTICLE VII

The corporation is not organized for pecuniary profit, and no part of the net earnings of the corporation shall inure to the benefit of any private member or individual. In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, 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 debts and obligations of the corporation, shall be used or distributed within the intentment of Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE VIII

The corporation formed hereby shall have no capital stock, and shall be composed of members rather than shareholders.

ARTICLE IX

The names of the persons who are to be subscribers to the Articles and who are to be members of the corporation upon organization are as follows:

MARION F. WILLIAMS,	Boone National Guard Center,	Frankfort, Kentucky
VINCENT MICHELENA,	Boone National Guard Center,	Frankfort, Kentucky

ARTICLE X

The By-Laws may be adopted or amended by a majority of the members of the corporation if so provided in the By-Laws by the Directors of the Corporation.

ARTICLE XI

Membership in the corporation may be terminated in the manner provided in the By-Laws of the Corporation, and unless otherwise provided in the By-Laws, all rights of a member in the corporation shall cease on termination of his membership.

ARTICLE XII

Members of the corporation shall not be personally liable for any debt or obligation solely by reason of being members.

ARTICLE XIII

The Articles of Incorporation of this corporation may be changed by either written consent of a majority of its members or by vote of a majority of those members who are present and voting at a meeting duly called upon notice for the specific purpose of changing the Articles.

The Name of each Incorporator is:

Marion F. Williams
MARION F. WILLIAMS

Vincent R. Michelena
VINCENT R. MICHELENA

STATE OF KENTUCKY }
COUNTY OF FRANKLIN } SS

1. Thomas Deane Riddle, a Notary Public in and for the State and County aforesaid, hereby certify that the foregoing persons, Marion F. Williams and Vincent R. Michelena, both of Frankfort, Kentucky, appeared before me personally and acknowledged and verified that they and each of them signed the foregoing Articles of Incorporation as their free act and deed for the purpose therein stated.

WITNESS my signature and seal of office, this 8 day
of November, 1972.

My commission expires: 7 July '76

Thomas Devine Liddell
NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

JENKINS AND ROSS

BY: Paul D. Ross

PAUL D. ROSS
904 SECURITY TRUST BUILDING
LEXINGTON, KENTUCKY 40507

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

NOV 8 1972

Thomas L. Stovace
SECRETARY OF STATE
Thomas L. Stovace
DEPUTY SECRETARY OF STATE

PROPOSED
CONSTITUTION
ENLISTED ASSOCIATION

~~OF THE~~
NATIONAL GUARD
~~OF THE~~

~~COMMONWEALTH~~ OF KENTUCKY

ARTICLE I

The name of this Association is "Enlisted Association ~~of the~~ National Guard ~~of the Commonwealth~~ of Kentucky, hereinafter referred to as the "Association."

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes:

The purpose of the Association is:

- a. to promote and maintain adequate national security
- b. to promote and advance the status, welfare and professionalism of the enlisted members of the National Guard of the Commonwealth of Kentucky
- c. not to be a profit-making organization
- d. not to participate in a political campaign in behalf of, or in opposition to, a candidate for political office.

Section 2. Powers:

The Association has all the powers necessary, incident or appropriate to the furtherance of its purposes, including, but not limited to:

- a. receipt and collection of dues;
- b. acceptance of contributions;
- c. acquisition of property, both real and personal, by purchase, gift device or lease;
- d. investment and reinvestment of funds; provided the same does not conflict with applicable provisions of the Internal Revenue Code as amended, relative to exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.
- e. sale, lease or encumbrance of real or personal property or any part or parts thereof, and the conveyance by way of trust, mortgage or otherwise;

Section 3. Certificate: An appropriate certificate of membership shall be issued to each individual member.

Section 4. Privileges:

- a. An active member of the ASSOCIATION, other than an honorary member, may be:
 - (1) an Officer of the ASSOCIATION
 - (2) a Member of the Executive Council
 - (3) a Member of a Standing Committee
 - (4) a Member of a special Committee or Commission; and
 - (5) a Delegate to any General Conference or Special Conference.
- b. Any member of the ASSOCIATION may, subject to the order of business, be recognized by the presiding Officer at any General or Special Conference of the ASSOCIATION.

Section 5. Active Membership Termination:

- a. The Executive Council of the ASSOCIATION may, by 2/3 vote, and the return of any current dues:
 - (1) reject any applicant for active membership; or
 - (2) after extending to the member concerned a reasonable opportunity to present evidence in his behalf, terminate any active membership.
- b. Membership is automatically terminated by:
 - (1) death;
 - (2) separation prior to retirement from the National Guard for other than medical reasons; or
 - (3) failure or refusal to pay prescribed dues.

Section 3. General Conference and Special Conference Committees as follows,
but not limited to:

a. General Conference Committees of the ASSOCIATION are:

- (1) Committee on Credentials and Rules;
- (2) Committee on Resolutions;
- (3) Committee on Nominations;
- (4) Committee on Time and Place; and
- (5) Committee on Distinguished Guests.

b. Special Conference Committees of the ASSOCIATION are:

- (1) Committee on Credentials and Rules;
- (2) Committee on Resolutions; and
- (3) Committee on Distinguished Guests.

ARTICLE VII

CONFERENCES

Section 1. General Conferences. A General Conference of the ASSOCIATION shall be convened annually.

Section 2. Special Conferences. A Special Conference of the ASSOCIATION may be convened when required.

Section 3. Representation.

a. Representation at a General Conference or Special Conference of the Association will be any active member.

ARTICLE VIII

QUORUM

Section 1. Quorum.

A majority of the members of the voting body of a General or Special Conference of the ASSOCIATION actually present at such conference constitutes a quorum.

Section 3. General Conference and Special Conference Committees as follows,
but not limited to:

a. General Conference Committees of the ASSOCIATION are:

- (1) Committee on Credentials and Rules;
- (2) Committee on Resolutions;
- (3) Committee on Nominations;
- (4) Committee on Time and Place; and
- (5) Committee on Distinguished Guests.

b. Special Conference Committees of the ASSOCIATION are:

- (1) Committee on Credentials and Rules;
- (2) Committee on Resolutions; and
- (3) Committee on Distinguished Guests.

ARTICLE VII

CONFERENCES

Section 1. General Conferences. A General Conference of the ASSOCIATION shall be convened annually.

Section 2. Special Conferences. A Special Conference of the ASSOCIATION may be convened when required.

Section 3. Representation.

a. Representation at a General Conference or Special Conference of the Association will be any active member.

ARTICLE VIII

QUORUM

Section 1. Quorum.

A majority of the members of the voting body of a General or Special Conference of the ASSOCIATION actually present at such conference constitutes a quorum.

Section 3. Effective date.

Unless otherwise provided, an amendment of the Constitution shall be effective upon the adjournment sine die of the General Conference or Special Conference of the ASSOCIATION which adopted it.

A R T I C L E X L I

In the event there may be a conflict between the provisions of the Constitution and the By-Laws of the Enlisted Association National Guard of Kentucky, Inc, the provisions of the said By-Laws shall prevail.

Section 3. Effective date.

Unless otherwise provided, an amendment of the Constitution shall be effective upon the adjournment sine die of the General Conference or Special Conference of the ASSOCIATION which adopted it.

A R T I C L E X I I

In the event there may be a conflict between the provisions of the Constitution and the By-Laws of the Enlisted Association National Guard of Kentucky, Inc, the provisions of the said By-Laws shall prevail.