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**Michael G. Adams**  
**Kentucky Secretary of State**  
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**ARTICLES OF INCORPORATION**

of

**REDEEMED OUTREACH AND RECOVERY, INC.**

We, the undersigned incorporators desiring to form a nonstock, nonprofit corporation (herein after the “**Corporation**”) pursuant to the Kentucky Nonprofit Corporation Act codified in Kentucky Revised Statutes (“**KRS**”) sections 273.161, et sequitur (the “**Act**”), do hereby certify the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation shall be Redeemed Outreach and Recovery, Inc. by which name it may contract and be contracted with, sue and be sued, adopt and use a corporate seal, and do all things necessary to the conduct of its business in furtherance of its expressed purposes now or hereafter lawful or authorized by the statutes and laws of the Commonwealth of Kentucky.

**ARTICLE II**

**Duration**

The duration of this Corporation shall commence upon filing these Articles of Incorporation with the Kentucky Secretary of State and shall be perpetual.

## ARTICLE III

### Purpose

The purposes for which the Corporation is organized are as follows:

- (A) To provide faith based mental health and recovery;
- (B) To hold or dispose of such property, real or personal, as may be given, devised, bequeathed, conveyed, leased, or otherwise acquired by the Corporation, or entrusted to its care and keeping, as may be necessary to carry out the purposes of the Corporation, and to manage, control, and utilize the same in accordance with the provisions of these Articles of Incorporation;
- (C) To invest and reinvest funds of the Corporation in real and personal property, securities, and other legal investments;
- (D) To exercise such powers and carry out such purposes of a charitable, educational, cultural, and historic nature and character as may be now or hereafter generally regarded as charitable purposes for section 501(c)(3) status under the Internal Revenue Code of 1986, or corresponding section of any future federal tax code (the “Code”) and under the Act;
- (E) To do all things necessary and proper for the furtherance and accomplishment of the corporate purposes recited in these Articles of Incorporation and any amendment hereof, or necessary or incidental to the protection of the Corporation, and in general, either alone or in cooperation with other charitable, public, or private entities, or with individual persons, to carry on any lawful pursuit necessary or incidental to the furtherance and accomplishment of the purposes of the Corporation; and

- (F) To transact any or all lawful business for which corporations may be incorporated under the Act, it being the intention hereof that the enumeration of specific purposes and power shall not operate to limit in any manner the general powers conferred on nonstock, nonprofit corporations by the laws of the Commonwealth of Kentucky.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation will not engage in any activity that would prevent it from qualifying for exemption under section 501(c)(3) of the Code.

#### **ARTICLE IV**

##### **Powers**

The Corporation shall have all powers enumerated in KRS 273.171 and such additional powers as may now and hereafter be authorized by the statutory and common law of the Commonwealth of Kentucky. The Board of Directors shall have and exercise all authority necessary to control the work and policy of the Corporation in all its details, including but not limited to the following specific powers:

- (A) To adopt Bylaws and to amend and repeal the same, and to provide therein for the internal control and government of the Corporation, the time and place of meetings of the Board of Directors, the number, election, and removal of Directors, the number and term of officers and employees, and in respect to all other matters pertaining to the management and operation of the Corporation;
- (B) To provide for an Executive Committee of the Board of Directors and, to the extent permitted by law and by these Articles of Incorporation, to authorize such Committee

to transact any or all business of the Corporation between meetings of the Board of Directors;

- (C) To provide for such other committees, the members of which may or may not be Directors of the Corporation;
- (D) To fill all vacancies on the Board of Directors; and
- (E) To elect and remove officers as permitted by law.

## **ARTICLE V**

### **Nonstock and Nonprofit Status**

The Corporation shall have no capital stock, shall have no power to issue certificates of stock, or to declare dividends. The Corporation is not organized for the making of any profit, and shall not be operated for profit.

## **ARTICLE VI**

### **Tax Exempt Activities**

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to, its incorporators, 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 III 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 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 an organization exempt from federal income tax under section 501(c)(3) of the Code or by an organizations contributions to which are deductible under section 170(c)(2) of the Code, 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

### **Office and Registered Agent**

The principal office and place of business of the Corporation shall be 41047 US 62, May's Lick, Mason County, Kentucky 41055. The Corporation's initial registered office is 41047 US 62, May's Lick, Kentucky 41055. The Corporation's initial registered agent at the registered office is Paula Wilson. The Corporation's mailing address is 41047 US 62, May's Lick, Kentucky 41055.

## ARTICLE VIII

### **Incorporators and Initial Directors**

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

#### **Incorporators**

Paula Wilson

41047 US 62, May's Lick, Kentucky 41055

**Board of Directors**

Paula Wilson	41047 US 62, May's Lick, Kentucky 41055
Mark Wilson	41047 US 62, May's Lick, Kentucky 41055
Darin Hamilton	7123 Polecat Pike, Maysville, Kentucky 41056
Angel Hamilton	7123 Polecat Pike, Maysville, Kentucky 41056

**ARTICLE IX**

**Board of Directors**

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 fifteen Directors. The first Board of Directors shall consist of the incorporator named in Article VIII who shall serve until the first annual meeting of the Board of Directors. Thereafter, at each annual meeting, Directors shall be elected by the Board of Directors from persons nominated who have demonstrated an interest in the mission and purposes of the Corporation. The annual meeting of the Board of Directors shall be held in Maysville, Kentucky, at such date, time, and place as shall be prescribed in the Bylaws adopted by the Board of Directors. The terms of Directors shall expire on December 31, but they shall continue to serve until their successors are duly elected and qualified. At the first annual meeting of the Board of Directors, four Directors shall be elected for a term of one year, each of whom shall continue in office until his or her successor is duly elected and qualified. Thereafter, at each annual meeting of the Board of Directors, Directors shall be elected for three-year terms and to fill the vacancies of those whose terms expire and who may become ineligible to serve for any reason whatsoever. Three Directors shall constitute a quorum of the Board of Directors. A simple majority of those Directors present and voting at any meeting shall be sufficient to transact any business of the Corporation,

provided that the affirmative vote of three Directors shall be required to amend those Articles of Incorporation or the Bylaws, and the affirmative vote of three Directors, shall be required to remove a Director.

## **ARTICLE X**

### **Officers**

One Director shall be elected as President, which officer shall thereafter be elected at the annual meeting of the Board of Directors.

## **ARTICLE XI**

### **Personal Liability**

The private property of the incorporators, Directors, and Officers shall not be liable for any debts or liabilities of the Corporation, subject to the provisions of KRS 273.215, 273.339, and 411.200.

## **ARTICLE XII**

### **Dissolution**

Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code. Any corporate assets shall be disposed by order of Mason Circuit Court in Maysville, Kentucky, exclusively for such exempt purposes or to such organization or organizations, as the Court shall determine, which is/are organized and operated exclusively for such exempt purposes within Mason County, Kentucky.

## ARTICLE XIII

### Bylaws


The Board of Directors shall have power to make all such Bylaws 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.

IN TESTIMONY WHEREOF, witness the signatures of the incorporator of Redeemed Outreach and Recovery, Inc. as of 6 December 2021.



**Paula Wilson**  
Incorporator

*This document prepared by:*  
**ROYSE, ZWEIGART, KIRK,  
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By   
M. Susan Brammer