

ByLaws

Article 1, Name

1.01

The name of this corporation shall be Keep Lexington Beautiful. The business of the corporation may be conducted as Keep Lexington Beautiful or Keep Lexington-Fayette Beautiful.

Article II, Duration

2.01

The period of duration of the corporation is perpetual.

Article III, Purpose

3.01 Purpose

Keep Lexington Beautiful is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Keep Lexington Beautiful's purpose is to encourage citizens to build and maintain a clean, green, and beautiful city. We will accomplish this by engaging individuals, businesses and organizations within Fayette County, Kentucky to take personal responsibility for improving our environment.

3.02 Public Benefit

Keep Lexington Beautiful is designated as a public benefit corporation.

Article IV, Non-Profit Nature

4.01 Non-profit nature

Keep Lexington Beautiful is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributors to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Keep Lexington Beautiful shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Keep Lexington Beautiful is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocable dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Keep Lexington Beautiful of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of Keep Lexington Beautiful, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Keep Lexington Beautiful hereunder shall be selected by the discretion of a majority of the governing body of Keep Lexington Beautiful and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Keep Lexington Beautiful by one or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable or organizations located within the state of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the state of Kentucky to be added to the general fund.

4.04

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V, Board of Directors

5.01 Governance

Keep Lexington Beautiful shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Arin Arnold-Davis, Gregory Butler, Ryan Sandwick

, and Amy Sohner.

Article VI, Membership

6.01 Membership

Keep Lexington Beautiful shall not have members. The management of affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article VII, Amendments

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the board of directors.

Article VIII, Addresses of the Corporation

8.01 Corporate Address

The physical address of corporation is:

Keep Lexington Beautiful

C/O Bluegrass Greensource

835 National Avenue

Lexington, KY 40502

The mailing address of the corporation is:

Keep Lexington Beautiful

C/O Bluegrass Greensource

835 National Avenue

Lexington, KY 40502

Article IX, Appointment of Registered Agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Amy Sohner

835 National Avenue

Lexingotn, KY 40502

Article X, Incorporator

The incorporators of the corporation are as follow:

Arin Arnold-Davis
215 W Main Street, Suite 150
Lexington, KY 40507

Amy Sohner
835 National Avenue
Lexington, KY 40502

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above state Articles of Incorporation of Keep Lexington Beautiful were approved by the board of directors on (date and day) and constitute a complete copy of Articles of Incorporation of Keep Lexington Beautiful.

[Names, addresses, and signatures of all directors and incorporators]

Acknowledgement of consent to appointment as registered agent

I, (name of agent), agree to be the registered agent for Keep Lexington Beautiful as appointed herein.

Registered Agent: Amy Sohner
Date: January 13, 2021