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Alison Lundergan Grimes Kentucky Secretary of State	
Received and Filed: 3/18/2016 10:12 AM	
Fee Receipt: \$8.00	

**BRIDGE CLUB OF LEXINGTO**  
A Kentucky Non-profit Public Benefit Corporation

**AMENDED ARTICLES OF INCORPORATION**  
These AMENDED Articles replace original Articles filed November 17, 1993 where noted

**ARTICLE I**  
**NAME**

**NOTE:** This amended ARTICLE I replaces original ARTICLE I as filed November 17, 1993.

**1.01 Name**

The name of this corporation shall be BRIDGE CLUB OF LEXINGTON, Inc. The business of the corporation may be conducted as THE BRIDGE CLUB OF LEXINGTON or LEXINGTON BRIDGE CLUB

**ARTICLE II**  
**PURPOSE**

**NOTE:** This Amended ARTICLE II replaces original ARTICLE II as filed November 17, 1993

**2.01 Purpose**

BRIDGE CLUB OF LEXINGTON 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. The BRIDGE CLUB OF LEXINGTON purposes include:

- a. To provide all bridge players an opportunity to play duplicate bridge at regularly schedules games and in special event games.
- b. To provide all players a medium for the exchange on bridge ideas and experiences.
- c. To encourage new players to play at the club and to join the American Contract Bridge League by providing a safe, congenial and welcoming atmosphere for the playing of bridge.
- d. To offer players opportunities to expand their knowledge of the game by providing educational material, classes, mentoring and instructional classes from beginning bridge through advanced play.
- e. To sponsor community outreach programs throughout the Central Kentucky area to attract and invite new players to learn and enjoy bridge.
- f. To encourage all players to continue playing bridge as an aid to maintaining or improving mental health and agility.
- g. To engage in any other activities deemed appropriate to enhance and attract players to play duplicate bridge consistent with the Internal Revenue 501(c)(3) tax code.

**2.02 Public Benefit**

BRIDGE CLUB OF LEXINGTON is designated as a Kentucky public benefit corporation.

### **ARTICLE III**

#### **DURATION**

**NOTE:** This amended ARTICLE III replaces original ARTICLE III as filed November 17, 1993.

#### **3.01 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE IV**

#### **NON-PROFIT NATURE**

**NOTE:** This amended ARTICLE IV replaces original ARTICLE IV as filed November 17, 1993.

#### **4.01 Non-profit Nature**

BRIDGE CLUB OF LEXINGTON is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions 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 BRIDGE CLUB OF LEXINGTON 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.

BRIDGE CLUB OF LEXINGTON is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. 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 BRIDGE CLUB OF LEXINGTON 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 the BRIDGE CLUB OF LEXINGTON, any assets lawfully available for distribution shall be distributed to one (1) 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 the BRIDGE CLUB OF LEXINGTON hereunder shall be selected by the discretion of a majority of the managing body of the BRIDGE CLUB OF LEXINGTON 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 the BRIDGE CLUB OF LEXINGTON by one (1) 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 to 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 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **4.05 Restricted Activities**

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.

#### **4.06 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 REGISTERED AGENT**

**NOTE:** Original ARTICLE V as filed November 17, 1993 is deleted in its entirety.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

**NOTE:** ARTICLE VI remains as filed November 17, 1993 herein incorporated by reference.

**ARTICLE VII**  
**INCORPORATORS**

**NOTE:** ARTICLE VII remains as filed November 17, 1993 herein incorporated by reference.

**ARTICLE VIII**  
**AMENDMENTS**

**NOTE:** This amended ARTICLE VIII replaces original ARTICLE VIII as filed November 17, 1993.

**8.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of three-fifths (3/5) of the board of directors.

**ARTICLE IX**  
**INCORPORATOR SIGNATURES**

**NOTE:** ARTICLE IX remains as filed November 17, 1993 herein incorporated by reference.

**ARTICLE X**  
**MEMBERSHIP**

**10.01 Membership**

BRIDGE CLUB OF LEXINGTON shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE XI**  
**ADDRESSES OF THE CORPORATION**

**11.01 Corporate Address**

The physical address of the corporation is:

Bridge Club of Lexington  
3517 Lansdowne Dr.  
Lexington, KY 40517-1400

The mailing address of the corporation is:

Bridge Club of Lexington  
3557 Gloucester Dr.  
Lexington, KY 40510-9758

**ARTICLE XII**  
**APPOINTMENT OF REGISTERED AGENT**

**12.01 Registered Agent**

The registered agent of the corporation shall be:

Michael J. McCann  
3557 Gloucester Dr.  
Lexington, KY 40510-9758

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of BRIDGE CLUB OF LEXINGTON were approved by the board of directors on September 14, 2015 and constitute a complete copy of Articles of Incorporation of the BRIDGE CLUB OF LEXINGTON

Sondra E. Holt	3509 Trinidad Ct.	Lexington, KY 40509-9031	<u>Sondra Holt</u>
Charles P. Dean	307 Patchen Dr.	Lexington, KY 40517-4310	<u>Charles P. Dean</u>
Kenneth P. Katen	405 Greenbriar Rd.	Lexington, KY 40503-2637	<u>Kenneth P. Katen</u>
Thomas Spielman	304 Venetian Way	Danville, KY 40422-9031	<u>Thomas R. Spielman</u>
Michael J. McCann	3557 Gloucester Dr.	Lexington, KY 40510-9758	<u>Michael J. McCann</u>

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, Michael J. McCann, agree to be the registered agent for BRIDGE CLUB OF LEXINGTON as appointed herein.

Michael J. McCann  
Michael J. McCann, Registered Agent  
Date: October 14, 2015