

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**OFFICE OF KENTUCKY LEGAL SERVICES PROGRAMS, INC.**

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John Y. Brown III  
Secretary of State  
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**THE UNDERSIGNED**, duly elected Secretary of the Office of Kentucky Legal Services Programs, Inc., hereby certifies that said corporation is a non-stock, non-profit corporation incorporated on 24 November 1976, under the laws of the Commonwealth of Kentucky, and Chapter 273 of the Kentucky Revised Statutes more particularly.

I further certify that Articles I, II, III, IV, V, VI, VII, VIII, IX, X, XI all incorporate amendments to the Articles of Incorporation and that, except for these amendments, these Restated Articles of Incorporation set forth without change the corresponding provisions of the Articles of Incorporation and that they supersede said Articles of Incorporation.

I further certify that the following Amended and Restated Articles of Incorporation were adopted at a regular meeting of the corporation's Board of Directors held on June 26, 2001, that a quorum was present, and that said Articles received at least two thirds (2/3) of the votes which members present at such meeting were entitled to cast.

**ARTICLE I**

The name of the Corporation is the Office of Kentucky Legal Services Programs, Inc.

**ARTICLE II**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

The Corporation shall have no capital stock and have no members.

**ARTICLE IV**

The mailing address of the Corporation's principal office is:

201 West Short Street, Lexington, KY, 40507



Other places of business in said city or elsewhere may be designated by resolution of the Board of Directors.

#### ARTICLE V

The Corporation is organized and shall be operated exclusively for charitable and educational purposes as described within Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), including for such purposes the making of distributions to organizations and individuals for the purpose of engaging in activity falling within the purposes of the Corporation and permitted for an organization exempt under said Section 501(c)(3).

The purposes of the Corporation shall be more specifically stated as follows:

- (a) To serve as a coordinating agency for programs that provide free civil legal services to individuals and groups in the Commonwealth of Kentucky who are otherwise unable to afford legal assistance;
- (b) To carry out activities within the Commonwealth that promote statewide access to and high quality representation for low income individuals and groups in the full range judicial and governmental forums that affect them;
- (c) To assist in the development of additional programs and resources to maximize the availability of free civil legal services to low income individuals and groups in the Commonwealth;
- (d) To conduct research and policy analysis and to educate the public about the legal needs and circumstances of low income individuals and groups;
- (e) To provide legal assistance and representation directly to low income individuals and groups through the employment of qualified attorneys and other personnel; and
- (f) To carry out any other activities which may be necessary or desirable to accomplish the foregoing purposes.

#### ARTICLE VI

The Corporation shall be irrevocably dedicated to, and operated exclusively for, non-profit purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 V hereof.

#### ARTICLE VII

In carrying out the corporate purposes described in Article V, the Corporation shall have all the powers granted by the laws of the State of Kentucky, including in particular those listed in KRS



273.171 (or corresponding provision of any later State statute), except as follows and as otherwise stated in these Articles:

- (a) 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 publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- (b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:
  - (1) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.
  - (2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provision of any later Federal tax laws.
- (c) If and so long as the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws:
  - (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.
  - (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any later Federal tax laws.
  - (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any later Federal tax laws.
  - (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any later Federal tax laws.
  - (5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any later Federal tax laws.

### **ARTICLE VIII**

A Board of Directors, the exact number of which shall be set as provided in the Bylaws, shall manage the affairs of the Corporation. The Bylaws of the Corporation may be adopted or amended



by a majority of the directors of the Corporation. Any director may be removed for cause, pursuant to provisions set forth in the Bylaws regarding grounds and procedures for removal.

### **ARTICLE IX**

The directors, officers, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his or her duties as director unless such act, omission or breach:

- (a) Concerned or concerns a transaction in which the director's personal financial interest was or is in conflict with the financial interests of the Corporation;
- (b) Was not in good faith or involved or involves intentional misconduct on the part of the director;
- (c) Was known by the director to be a violation of law; or
- (d) Resulted in an improper personal benefit to the director.

### **ARTICLE X**

The Corporation may indemnify any director or officer or former director or officer of the Corporation against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, or its Bylaws or a resolution adopted after notice to members entitled to vote.

### **ARTICLE XI**


Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to one or more organizations then described in Section 501(c)(3) of the Code, or its successor provision, to be used in a manner that is consistent with the purposes of the Corporation as set out in Article V.

The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office for the Corporation is then located, exclusively for the purposes of the Corporation as set out in Article V, or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

**ARTICLE XII**

Amendments to these Articles shall be made by a vote of not less than two thirds (2/3) of the directors present at a duly constituted meeting, a quorum being present, and pursuant to the provisions of KRS 273.263 (or corresponding provision of any later State statute).

**IN TESTIMONY WHEREOF**, witness the signature of the Secretary of this Corporation this 24<sup>th</sup> day of September 2001.

  
John M. Rosenberg


STATE OF KENTUCKY )

)  
COUNTY OF Fayette )

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 24<sup>th</sup> day of Sept, 2001, by John M. Rosenberg, Secretary, of the Office of Kentucky Legal Services Programs, Inc., on behalf of the Corporation.

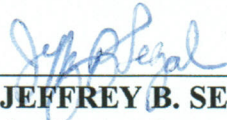
Witness my signature and seal of office this 24<sup>th</sup> day of Sept, 2001.

My Commission Expires: Oct. 4, 2002

  
**NOTARY PUBLIC**  
**STATE AT LARGE, KENTUCKY**



**This Document Prepared By:**



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**JEFFREY B. SEGAL**

Attorney at Law

**LEGAL AID SOCIETY, INC.**

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