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AMD

Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
10/18/2016 12:51 PM  
Fee Receipt: \$8.00

**COMMONWEALTH OF KENTUCKY**  
**ALISON LUNDERGAN GRIMES, SECRETARY OF STATE**

<b>Division of Business Filings</b> <b>Business Filings</b> PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	<b>Articles of Amendment</b> (Domestic Nonprofit Corporation)	<b>NPA</b>
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Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend articles and, for that purpose, submits the following statements:

1. The name of the corporation on record with the Office of the Secretary of State is:

NORTH NICHOLASVILLE ROAD PROPERTY OWNERS ASSOCIATION, INC.  
(The name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted: THE ARTICLES OF INCORPORATION UNDER ARTICLE I, PARAGRAPH A SHALL BE AMENDED TO STATE, "THE NAME OF THE CORPORATION SHALL BE LEXINGTON COMMUNITY RADIO, INC., AND ITS EXISTENCE SHALL BE PERPETUAL."

3. The date of adoption of each amendment was AUGUST 22, 2016

4. Check either a, b or c (whichever is applicable):

- a.  The amendment(s) was (were) duly adopted by a quorum present at such meeting and that such amendment received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.
- b.  The amendment(s) was (were) duly adopted by consent in writing and was (were) signed by all members entitled to vote with respect thereto.
- c.  The amendment(s) was (were) duly adopted by the board of directors and such amendment(s) received the vote of a majority of the directors in office since there are no members or members entitled to vote.

5. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_  
(Delayed effective date and/or time)

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

  
 Signature of Officer or Chairman of the Board

Debra A. Hensley      President      10/16/16  
 Printed Name                      Title                      Date

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NORTH NICHOLASVILLE ROAD PROPERTY OWNERS  
ASSOCIATION, INC.**

**0733058.09**

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AMD

Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
10/29/2013 9:05 AM  
Fee Receipt: \$16.00

Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned, a majority of whom are citizens of the United States, do hereby amend and restate the Articles of Incorporation.

**ARTICLE I**

- A. The name of the Corporation shall be North Nicholasville Road Property Owners Association, Inc, and its existence shall be perpetual.
- B. All of the activities of the Corporation shall be conducted without discrimination against any person because of sex, race, religion, foreign origin, or sexual orientation and shall be conducted with equal access and opportunity to all individuals interested in the purposes enumerated herein.

**ARTICLE II**

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions that qualify as exempt organizations under section 501 ( c ) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III**

The purposes for which the Corporation is formed, its business, and the objects to be carried out and promoted by it are exclusively charitable, educational, civic and cultural, are as follows:

- A. To promote and improve public safety by utilizing the resources of the corporation to educate the general public regarding the need for improvement of public safety; to disseminate information and educational programming to assist in the prevention of and protection from events, natural or manmade, that could endanger the safety of the general public. Public safety awareness would be promoted in the home, workplace, schools and other public areas. In addition, the corporation would assist local governmental agencies and public and private safety organizations to disseminate their information relating to public safety.
- B. Provide educational, arts, entertainment, news, health and public safety services that engage, inform, and enrich the underserved urban community with locally produced programming activities such as non-commercial Low Power FM (LPFM) radio;
- C. To facilitate appropriate planning design and use of real property adjacent to Nicholasville Road, between Southland Drive and Waller Avenue in Lexington, Kentucky; and,
- D. To do and perform all such acts and services as are generally permitted to be performed by non-profit corporations organized for such purposes, including but not limited to: the solicitation and receipt of gifts, grants and contributions from individuals, groups, corporations and other sources, public and private; the investment and reinvestment of corporate funds in securities of the kinds in which Board Members are authorized to invest trust funds under the laws of the Commonwealth of Kentucky and holding in trust all gifts, grants and contributions

for the purposes set forth in these Articles.

#### **ARTICLE IV**

No part of the net earnings of the corporation 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 Article Two 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VI**

The private property of officers and directors of the Corporation shall be exempt from liability for any and all debts or liabilities of the Corporation.

#### **ARTICLE VII**

The affairs and business of the Corporation shall be conducted by a Board of Directors (the Board) of not fewer than three (3) individuals, who shall serve terms of three (3) years and may be nominated and re-elected by the Board for an unlimited number of terms. The Board may nominate and elect any individual.

#### **ARTICLE VIII**

- A. The President of the Board shall be chosen from the Board. A quorum shall exist with a majority of the seated Board of Directors and its majority vote shall be considered a binding vote of the Board.
- B. The Board shall meet at least once annually which meeting the President shall call. The Board shall meet at such other times as either the President or a majority of the Board may call.
- C. The Board shall have the power to employ or remove individuals or to appoint such persons from the Board as officers and to conduct business and further the purposes of the

Corporation, as need arises or the Board sees fit.

- D. The Board shall have the power to adopt by-laws and to amend or repeal the same and the Articles of Incorporation as well, so long as the intent and the purpose of these articles are not so altered to change the nature or intent of its incorporation and shall be done so accordingly to law and the original intent of these Articles in furthering the goals and purpose of the Corporation.
- E. The Board shall also make rules and bylaws as to the election and terms of directors, the internal control and management of the Corporation the title, number and terms of employment of any officers and employees of the Corporation, and all other matters pertaining to the management and operation of the Corporation in a manner consistent with its purposes an objectives and powers as set forth herein.

#### ARTICLE IX

The street address of the Corporation's initial registered office shall be 357 Transylvania Park, Lexington, Kentucky 40508 and the name of the initial registered agent is Debra A. Hensley.

#### ARTICLE X

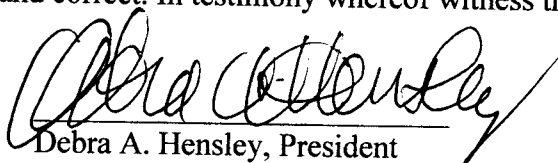
The mailing address of the Corporation's principal office is 357 Transylvania Park, Lexington, KY 40508

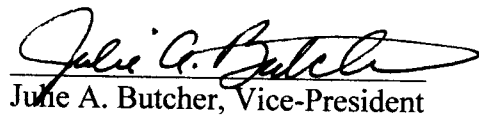
#### ARTICLE XI

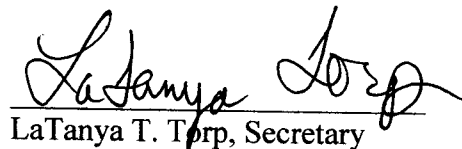
The corresponding provisions of the Articles of Incorporation as theretofore amended and the restated Articles of Incorporation together, supersede the original Articles of Incorporation and all amendments thereto.

The amendments and restated Articles of Incorporation were duly adopted by a quorum present at a Board of Directors meeting held on 10/29/2013 and that such amendments received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct. In testimony whereof witness the signatures of the undersigned,

  
Debra A. Hensley, President

  
Julie A. Butcher, Vice-President

  
LaTanya T. Torp, Secretary

This 28 day of October, 2013