

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky* certify that there has been delivered to my office articles of incorporation of

**"POSSIBILITIES UNLIMITED, INC."**

The name and address of the registered agent of this corporation is

GEORGE M. MCCLURE, III

NAME

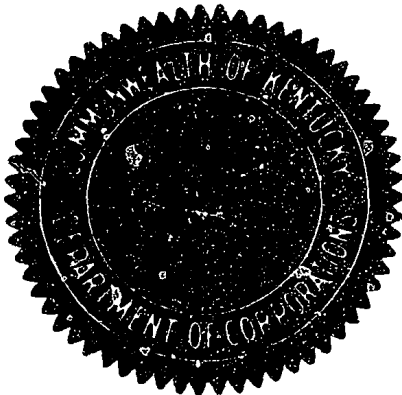
321 WEST MAIN STREET, P. O. BOX 214

STREET ADDRESS

DANVILLE, KENTUCKY 40422

CITY, STATE

NOW, THEREFORE, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, **FRANCES JONES MILLS**, *Secretary of State*, issue this Certificate of Incorporation.



Issued this 10TH day of MAY, 1982,  
at Frankfort, Kentucky.

*Frances Jones Mills*

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY  
FILED AND RECORDED  
SECRETARY OF STATE OF KENTUCKY,  
FRANKFORT, KENTUCKY

ARTICLES OF INCORPORATION OF  
POSSIBILITIES UNLIMITED, INC.

MAY 10 1982

SECRETARY OF STATE  
**RECEIVED**

MAY 10 1982

4.00

Commonwealth of Kentucky

*James J. [Signature]*  
The undersigned incorporator, for the purpose of forming a  
not-for-profit corporation under KRS 273.161 to KRS 273.390,  
does hereby certify:

ARTICLE I - NAME

The name of the corporation shall be "POSSIBILITIES  
UNLIMITED, INC."

252387

ARTICLE II - DURATION

The period of duration of the corporation shall be  
perpetual.

ARTICLE III - PURPOSES

The purposes for which this corporation is formed are:

- (a) Scientific, educational, and charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and
- (b) To provide a program of drug rehabilitation and counseling for adolescent children, teenage children, and young adults, their parents, and the community; and
- (c) To hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; and
- (d) To sell, convey, or otherwise to dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the trustees, will best promote the purpose of

the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; and

(e) To do any other act or thing incidental to or connected with the foregoing purpose or an advancement thereof, but not for the pecuniary profit or financial gain of its trustees or officers except as permitted under the Not-For Profit Corporation Law.

(f) In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in the Kentucky Not-For Profit Corporation Law.

#### ARTICLE IV - EXEMPT STATUS

This corporation is organized exclusively for charitable, educational, and scientific 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 of 1954 (or other corresponding provisions of any other United States Internal Revenue Code.)

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 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempted from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Code.

ARTICLE V - REGISTERED OFFICE and REGISTERED AGENT

The name and address of the registered office of the corporation shall be: POSSIBILITIES UNLIMITED, INC., 321 West Main Street, Danville, Kentucky 40422; and the name and address of the corporation's registered agent for service of process is: George M. McClure, III, 321 West Main Street, P.O. Box 214, Danville, Kentucky 40422.

ARTICLE VI - CORPORATE REGULATION

Regulation of the internal affairs of the corporation shall be in accordance with the By-Laws adopted by the trustees of said corporation provided, however, said By-Laws shall in all respects, be consistent with the provisions of Chapter 273 of the Kentucky Revised Statutes pertaining to non-profit corporations.

## ARTICLE VII - PROPERTY

The property of this corporation is irrevocably dedicated to educational and scientific purposes, and no part of its net income or assets shall ever inure to the benefit of any trustee, officer or member thereof, nor to the benefit of any private individual.

Upon the dissolution or winding up of this corporation, its assets remaining after the payment of, or provision for the payment of, all debts and liabilities shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Trustees. The powers of this corporation shall be exercised by, its properties controlled by, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be not less than three (3) nor more than fifteen (15), the number to be determined by the Board of Trustees each year, prior to the election of Trustees for the coming year. The Trustees named herein are the first Board of Trustees, and shall hold office until the next election of Trustees.
- B. Trustees elected at the first annual meeting, and at

all times thereafter, shall serve for a term of one year and until the next annual meeting of members following the election of Trustees and until the qualification of the successors in office.

C. Any action required by or permitted to be taken by the Board of Trustees under any provision of law, may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent by the Board of Trustees without meeting, and that the Articles of Incorporation of this corporation authorized the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

D. The names and addresses of the first members of the Board of Trustees are as follows:

George Ross, Ph.D.  
106 Delmont  
Lexington, KY 40503

George M. McClure, III  
321 West Main Street  
P.O. Box 214  
Danville, KY 40422

Linda Carpenter  
106 Delmont  
Lexington, KY 40503

ARTICLE IX - ANNUAL MEETING

The annual meeting of the corporation's Board of Trustees shall be held in the month of May or June of each year at a time and place designated by the Board of Trustees. Special meetings of the Board of Trustees may be held as required, and upon the call of any three or more members of the Board of Trustees, or upon the call of the president of the corporation.

ARTICLE X - CORPORATE OFFICERS

The Board of Trustees shall elect a President, and a Secretary-Treasurer, and may elect Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers as are provided in the By-Laws of the Corporation. Such officers shall be elected at the annual meeting of the Board of Trustees, and shall serve a term not less than one (1) year or as specified in the By-Laws. Until such election is held, the following persons shall serve as corporate officers:

George Ross, Ph.D. - President  
George M. McClure - Secretary-Treasurer

ARTICLE XI - BY-LAWS


Subject to the limitations contained in the By-Laws, as adopted by the Board of Trustees, and any limitations set forth in the Corporations Not For Profit Law of the Commonwealth of Kentucky, concerning corporate actions that must be authorized or approved by the Board of Trustees, the By-Laws of this corporation made be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of

Trustees, or by following the procedures set forth therein in the By-Laws.

ARTICLE XII - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of this corporation.

IN TESTIMONY WHEREOF, I, the undersigned, being the sole incorporator for the purpose of forming a non-profit corporation under the laws of the Commonwealth of Kentucky, do hereby make, file and record these Articles of Incorporation, and I have accordingly hereunto signed my name, this 4th day of May 1982.

  
GEORGE M. McCLURE, III  
321 West Main Street  
P.O. Box 214  
Danville, Kentucky 40422

STATE OF KENTUCKY)  
                                      ) SCT.  
COUNTY OF BOYLE )



Subscribed and sworn to before me by GEORGE M. McCLURE,  
III, this 4<sup>th</sup> day of May 1982, at Danville, Boyle  
County, Kentucky.

My commission expires: 4-18-83.

Beverly A. Langford  
NOTARY PUBLIC, BOYLE COUNTY, KY

THIS INSTRUMENT PREPARED BY:

George M. McClure III  
GEORGE M. McCLURE, III  
Attorney at Law  
P.O. Box 214  
Danville, KY 40422

GEORGE M. McCLURE, III  
ATTORNEY AT LAW  
326 WEST MAIN STREET  
DANVILLE, KENTUCKY 40422  
TELEPHONE 606/236-4214

May 5, 1982

Secretary of State  
Corporate Records Division  
State Capital Building  
Frankfort, Kentucky 40601

SECRETARY OF STATE  
**RECEIVED**

MAY 10 1982

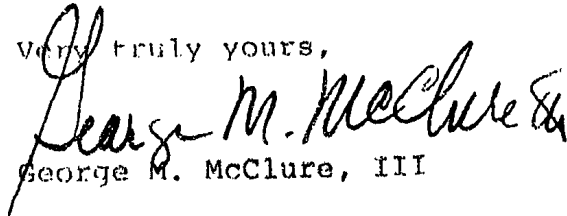
COMMONWEALTH OF KENTUCKY

IN RE: Filing Non-Profit Articles of  
Incorporation

Dear Madam:

Enclosed please find three (3) original sets of Articles of Incorporation of "Possibilities Unlimited Inc.". This is a new Kentucky, not for profit, corporation filed under KRS 273.161 to KRS 273.390. I also enclose a four (4) dollar filing fee and request that you return the charter to me. Thank you for your cooperation.

Very truly yours,

  
George M. McClure, III

GMM:bal