

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

**FEB 25 2009**

Date:

KENTUCKY OPPORTUNITY COALITION INC  
PO BOX 6067  
LOUISVILLE, KY 40206

Employer Identification Number:  
26-3722621  
DLN:  
17053343326028  
Contact Person:  
DEL TRIMBLE ID# 31309  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
December 31  
Form 990 Required:  
Yes  
Effective Date of Exemption:  
October 10, 2008  
Contribution Deductibility:  
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Information for Organizations Exempt Under Sections Other Than 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Contributions to you are not deductible by donors under section 170(c)(2) of the Code.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Robert Choi  
Director, Exempt Organizations  
Rulings and Agreements

Enclosure: Information for Organizations Exempt Under Sections Other Than 501(c)(3)

Letter 948 (DO/CG)

KENTUCKY OPPORTUNITY COALITION INC

INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTIONS  
OTHER THAN 501(C)(3)

WHERE TO GET FORMS AND HELP

You can obtain forms and instructions by calling toll free 1-800-829-3676, through the IRS Web site at [www.irs.gov](http://www.irs.gov), and at local tax assistance centers.

You can obtain additional information about most topics discussed below through our customer service function by calling toll free 1-877-829-5500, or on our Web Site at [www.irs.gov/eo](http://www.irs.gov/eo). In addition, you should sign up for Exempt Organization's EO Update, a regular e-mail newsletter that highlights new information posted on the charities pages of [irs.gov](http://irs.gov). To subscribe, go to [www.irs.gov/eo](http://www.irs.gov/eo) and click on "EO Newsletter."

REPORTING CHANGES TO THE IRS

You must report changes in your name, address, purposes, operations or sources of financial support on your annual information return. You may also report these changes to the TE/GE Exempt Organizations Determinations Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, OH 45201. However, such reporting does not relieve you of the obligation to report the changes on your annual return.

TIP: Attach copies of any state certified articles of incorporation, or if an association signed constitution, bylaws, or other organizational document showing the changes. Trusts should provide trust instruments. If state certified copies or signed governing documents are not available, an authorized officer may certify that the governing document provided is a complete and accurate copy of the original document.

Please use your employer identification number on all returns and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter, we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If your exemption letter states that you are not required to file Form 990, you are exempt from these requirements. Otherwise, if your gross receipts are normally more than \$25,000, you must file Form 990 or Form 990-EZ with the Ogden Submission Processing Center, Ogden, UT, 84201-0027.

You are eligible to file Form 990-EZ if your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000. You must file the complete Form 990 if your gross receipts are over \$100,000, or your total assets are over \$250,000. The Form 990 instructions show how to compute your "normal" receipts.

KENTUCKY OPPORTUNITY COALITION INC

Organizations With Gross Receipts of \$25,000 or Less

For tax periods beginning after December 31, 2006, you must file an annual electronic Form 990-N ("e-Postcard") if your gross receipts are normally \$25,000 or less. Alternatively, you may file a complete Form 990 Package if we send one to you. For information on filing the new electronic Form 990-N ("e-Postcard"), visit our Web site at [www.irs.gov/eo](http://www.irs.gov/eo).

Due Date of Return or Annual Electronic Notice

Your return or annual electronic notice is due by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to file a complete return timely. For additional information on penalties, see the Form 990 instructions or call our toll free number.

Revocation of Tax-Exempt Status

For tax periods beginning after December 31, 2006, your tax-exempt status will be revoked as of the filing due date for the third year if you fail to file for three consecutive years Form 990, Form 990-EZ, or the electronic Form 990-N.

If your tax-exempt status is revoked because you failed to file, you must reapply for exemption and pay the appropriate user fee.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business, you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. Special rules for organizations exempt under sections 501(c)(7), (9), (17) and (19) are described in Publication 598, Tax on Unrelated Business Income of Exempt Organizations.

There are several exceptions to the tax on unrelated business income:

1. Income you receive from the performance of your exempt activity,
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, and
3. Income from routine investments such as certificates of deposits, savings accounts, or stock dividends.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax, see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

KENTUCKY OPPORTUNITY COALITION INC

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. You must also provide copies of these documents to any individual, upon written or in person request, without charge other than reasonable fees for copying and postage.

You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or call our toll free number shown above.

EXCESS BENEFIT TRANSACTIONS  
(Applies to 501(c)(4) organizations)

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(4) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction in which you are involved, you should report the transaction on Form 990 or Form 990-EZ. For information on how to correct and report this transaction, see the instructions for Form 990 and Form 990-EZ, or call our toll free number shown above.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee.

You are also liable for tax under the Federal Unemployment Tax (FUTA) for each employee you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter.

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

**Power of Attorney  
 and Declaration of Representative**

OMB No. 1545-0150  
 For IRS Use Only  
 Received by:  
 Name \_\_\_\_\_  
 Telephone \_\_\_\_\_  
 Function \_\_\_\_\_  
 Date   /  /  

▶ Type or print. ▶ See the separate instructions.

**Part I Power of Attorney**  
**Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.**

**1 Taxpayer Information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address  <b>Kentucky Opportunity Coalition, Inc.        P.O. Box 6067        Louisville, KY 40206</b>	Social security number(s) _____	Employer identification number _____
	Daytime telephone number <u>(502) 434-1629</u>	Plan number (if applicable) <u>26: 8722621</u>

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

**2 Representative(s) must sign and date this form on page 2, Part II.**

Name and address  <b>Mark F. Sommer        3500 National City Tower, 101 S. Fifth Street        Louisville, KY 40202</b>	CAF No. <u>320535278R</u> Telephone No. <u>502-587-3570</u> Fax No. <u>502-540-2165</u> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address  <b>Kristen Webb        3802 Grandview Avenue        Louisville, KY 40207</b>	CAF No. _____ Telephone No. <u>502-893-5681</u> Fax No. <u>502-893-5681</u> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

**3 Tax matters**

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
<b>Income</b>	<b>990; 1023</b>	<b>2008-2010</b>

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF**

**5 Acts authorized.** The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

**Exceptions.** An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney:  
**power to delegate**  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**6 Receipt of refund checks.** If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here \_\_\_\_\_ and list the name of that representative below.

Name of representative to receive refund check(s) ▶ \_\_\_\_\_

**7 Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

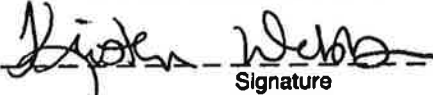
- a If you also want the second representative listed to receive a copy of notices and communications, check this box
- b If you do not want any notices or communications sent to your representative(s), check this box

**8 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here.

**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

**9 Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**


10/29/08
President  
 \_\_\_\_\_  
 Signature Date Title (if applicable)



Kentucky Opportunity Coalition, Inc.  
 \_\_\_\_\_  
 Print Name PIN Number Print name of taxpayer from line 1 if other than individual

\_\_\_\_\_  
 Signature Date Title (if applicable)

\_\_\_\_\_  
 Print Name PIN Number

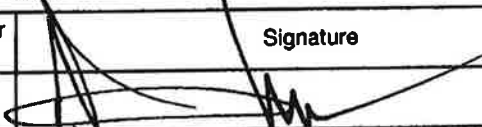
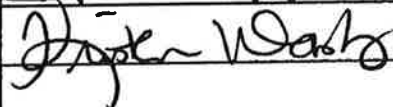
**Part II Declaration of Representative**

**Caution:** Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
  - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
  - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
  - d Officer—a bona fide officer of the taxpayer's organization.
  - e Full-Time Employee—a full-time employee of the taxpayer.
  - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
  - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  - h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 1 of the instructions.
  - k Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
  - l Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
  - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation—Insert above letter (a-r)	Jurisdiction (state) or identification	Signature	Date
a	Kentucky		10/29/08 +
a	Kentucky		10/29/08 +

17053343326028

Form **1024**  
(Rev. September 1998)  
Department of the Treasury  
Internal Revenue Service

### Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

If exempt status is approved, this application will be open for public inspection.

Read the Instructions for each Part carefully. A User Fee must be attached to this application. If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization. Complete the Procedural Checklist on page 6 of the Instructions.

#### Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.) Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a  Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b  Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c  Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d  Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e  Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f  Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g  Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h  Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i  Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j  Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k  Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l  Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m  Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n  Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

<b>1a</b> Full name of organization (as shown in organizing document)  <b>Kentucky Opportunity Coalition, Inc.</b>		<b>2</b> Employer identification number (EIN) (if none, see Specific Instructions on page 2)  <b>26: 3722621</b>
<b>1b</b> c/o Name (if applicable)		<b>3</b> Name and telephone number of person to be contacted if additional information is needed  <b>Mark F. Sommer</b>  <b>( 502 ) 502-587-3570</b>
<b>1c</b> Address (number and street) <b>P.O. Box 6067</b>	Room/Suite	
<b>1d</b> City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. <b>Louisville, Kentucky 40206</b>		
<b>1e</b> Web site address <b>N/A</b>	<b>4</b> Month the annual accounting period ends <b>12</b>	<b>5</b> Date incorporated or formed <b>10/10/08</b>
<b>6</b> Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
<b>7</b> Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

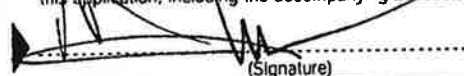
#### 8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a  Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b  Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c  Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see Instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE SIGN HERE



**Authorized Representative**  
 (Type or print name and title or authority of signer) **12/3/08**  
 (Date)

For Paperwork Reduction Act Notice, see page 5 of the Instructions.

Cat. No. 12343K

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DEC 05 '08 17152008343001

CINCINNATI SERVICE CENTER

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**Part II. Activities and Operational Information (Must be completed by all applicants)**

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

• **Past: N/A because the organization was just recently formed.**

• **Present: Currently working to complete the appropriate formation documents for the organization. The Articles of Incorporation were filed on October 10, 2008.**

• **Planned:**

**The Corporation is organized and shall be operated exclusively for public and social welfare purposes within the meaning of Internal Revenue Code Section 501(c)(4). The purposes of the Corporation, subject to the limitations of Article IX hereof, are to promote the general welfare of Kentucky citizens through twenty-first century solutions for problems and issues relating to economic development, transportation, education, healthcare and fiscal issues affecting the Commonwealth of Kentucky. The Kentucky Opportunity Coalition, Inc. will advocate policy initiatives and promote legislation that adhere to the Ideals of the Corporation.**

**The Kentucky Opportunity Coalition, Inc. will work on behalf of all Kentuckians to research and to promote issues that affect both the private and public sectors and that will advance free market and limited government solutions to public policy challenges. Furthermore, the Kentucky Opportunity Coalition, Inc. will monitor and report on developments in Kentucky's legislative, executive and judicial branches of government.**

**Fundraising will be conducted to provide the resources needed to allow the organization to promote the goals of the corporation.**

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.  
**There are no current sources of financial support except for assistance in payment of administrative costs, filing and legal fees. Future sources of financial support would consist of donations from the public. The corporation is not able to fundraise until this form is received by the Internal Revenue Service. However, when the Internal Revenue Service receives this form, Kentucky Opportunity Coalition plans to seek donations from individuals and corporations in compliance with IRS regulations.**



**Part II. Activities and Operational Information (continued)**

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
<b>Bridget Bush (board member), 1500 Cold Spring Road, Louisville, KY 40223</b>	<b>0</b>
<b>Michael Goins (board member), 105 Ellen Court, Georgetown, KY 40324</b>	<b>0</b>
<b>David Mast (board member), 6910 Lovelaceville Road, Paducah, KY 42001</b>	<b>0</b>
<b>James E. Millman (board member), 2500 Brown and Williamson Tower, Louisville, KY 402</b>	<b>0</b>
<b>Karen Sellers (board member), 709 Court Street, Paintsville, KY 41240</b>	<b>0</b>
<b>Kristen Webb Hill (non-voting board member), 3802 Grandview Avenue, Louisville, KY 402</b>	<b>0</b>

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.  
**N/A**

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).  
**The Kentucky Opportunity Coalition, Inc. may be connected to the Kentucky Center for Opportunity, Inc., a corporation that is filing for 501c3 status. While separate organizations, the above-referenced entities may share facilities, some administrative expenses and some independent contractors with the Kentucky Center for Opportunity, a 501c3 Corporation. If the two organizations do become connected, there will be separate accounting to ensure all time spent by independent contractors and administrative costs are allocated to the appropriate entity.**

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.  
**N/A**

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.  
**Please see attachment PART II 7. There are no members of the corporation in regard to voting rights, ownership or privileges with the corporation. There are different donor levels available to individuals who wish to make a donation to the organization. The level of the donation determines the products they receive, including but not limited to policy papers and invitations to events.**

8 Explain how your organization's assets will be distributed on dissolution.  
**Upon dissolution, the organization's assets will be distributed in the following manner:**  
**1. First to liabilities**  
**2. To a succeeding non-profit entity**  
**3. To a similar non-profit entity**

Part II. Activities and Operational Information (continued)

9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? . . . . .  Yes  No
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? .  Yes  No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.

11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? . . . . .  Yes  No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? . . . . .  Yes  No
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? . . . . .  Yes  No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

14 Does the organization now lease or does it plan to lease any property? . . . . .  Yes  No
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? . .  Yes  No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.

16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? . . . . .  Yes  No
If "Yes," attach a recent copy of each.

**Part III. Financial Data (Must be completed by all applicants)**

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

**A. Statement of Revenue and Expenses**

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From 10/10/08 To 12/31/08	(b) 2009	(c) 2010	(d) .....	
1 Gross dues and assessments of members . . . . .	15,625	187,500	187,500		390,625
2 Gross contributions, gifts, etc. . . . .	63,741.59	764,899	764,149		1,592,789.60
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)	0	0	0		0
4 Gross amounts from unrelated business activities (attach schedule)	0	0	0		0
5 Gain from sale of assets, excluding inventory items (attach schedule) . . . . .	0	0	0		0
6 Investment income (see page 3 of the instructions)	0	0	0		0
7 Other revenue (attach schedule). . . . .	0	0	0		0
8 Total revenue (add lines 1 through 7) . . . . .	79,366.59	952,399	951,649		1,983,414.60
<b>Expenses</b>					
9 Expenses attributable to activities related to the organization's exempt purposes. . . . .	62,995.75	755,949	755,199		1,574,143.80
10 Expenses attributable to unrelated business activities	0	0	0		0
11 Contributions, gifts, grants, and similar amounts paid (attach schedule). . . . .	0	0	0		0
12 Disbursements to or for the benefit of members (attach schedule)	0	0	0		0
13 Compensation of officers, directors, and trustees (attach schedule)	0	0	0		0
14 Other salaries and wages. . . . .	0	0	0		0
15 Interest . . . . .	0	9,150	9,150		18,300
16 Occupancy . . . . .	0	0	0		0
17 Depreciation and depletion . . . . .	0	0	0		0
18 Other expenses (attach schedule) . . . . .	0	0	0		0
19 Total expenses (add lines 9 through 18) . . . . .	62,995.75	765,099	764,349		1,592,443.80
20 Excess of revenue over expenses (line 8 minus line 19) . . . . .	16,370.84	187,300	187,300		390,970.8

**B. Balance Sheet (at the end of the period shown)**

		Current Tax Year as of .....
<b>Assets</b>		
1	Cash . . . . .	0
2	Accounts receivable, net . . . . .	0
3	Inventories . . . . .	0
4	Bonds and notes receivable (attach schedule) . . . . .	0
5	Corporate stocks (attach schedule). . . . .	0
6	Mortgage loans (attach schedule) . . . . .	0
7	Other investments (attach schedule) . . . . .	0
8	Depreciable and depletable assets (attach schedule) . . . . .	0
9	Land . . . . .	0
10	Other assets (attach schedule) . . . . .	0
11	Total assets . . . . .	0
<b>Liabilities</b>		
12	Accounts payable . . . . .	0
13	Contributions, gifts, grants, etc., payable . . . . .	0
14	Mortgages and notes payable (attach schedule) . . . . .	0
15	Other liabilities (attach schedule) . . . . .	0
16	Total liabilities. . . . .	0
<b>Fund Balances or Net Assets</b>		
17	Total fund balances or net assets . . . . .	0
18	Total liabilities and fund balances or net assets (add line 16 and line 17) . . . . .	0

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

**Part IV. Notice Requirements (Sections 501(c)(9) and 501(c)(17) Organizations Only)**

1 Section 501(c)(9) and 501(c)(17) organizations:

Are you filing Form 1024 within 15 months from the end of the month in which the organization was created or formed as required by section 505(c)?  Yes  No

If "Yes," skip the rest of this Part.

If "No," answer question 2.

2 If you answer "No" to question 1, are you filing Form 1024 within 27 months from the end of the month in which the organization was created or formed?  Yes  No

If "Yes," your organization qualifies under Regulation section 301.9100-2 for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 3 and 4.

If "No," answer question 3.

3 If you answer "No" to question 2, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3?  Yes  No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 2. See Specific Instructions, Part IV, Line 3, page 4, before completing this item. Do not answer question 4.

If "No," answer question 4.

4 If you answer "No" to question 3, your organization's qualification as a section 501(c)(9) or 501(c)(17) organization can be recognized only from the date this application is filed. Therefore, does the organization want us to consider its application as a request for recognition of exemption as a section 501(c)(9) or 501(c)(17) organization from the date the application is received and not retroactively to the date the organization was created or formed?  Yes  No

**Schedule B** Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? . . .  Yes  No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? . . .  Yes  No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? . . .  Yes  No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

**User Fee for Exempt Organization  
 Determination Letter Request**

▶ **Attach this form to determination letter application.**  
 (Form 8718 is NOT a determination letter application.)

For  
 IRS  
 Use  
 Only

OMB No. 1545-1798  
 Control number  
 Amount paid 750 TB  
 User fee screener

1 Name of organization <b>Kentucky Opportunity Coalition, Inc.</b>	2 Employer Identification Number <b>26:3722621</b>
-----------------------------------------------------------------------	-------------------------------------------------------

Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

**3 Type of request** **Fee**

a  Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ **\$300**

**Note.** If you checked box 3a, you must complete the *Certification* below.

**Certification**

I certify that the annual gross receipts of ..... name of organization  
 have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶ Title ▶

b  Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ **\$750**

c  Group exemption letters ..... ▶ **\$900**

**Instructions**

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2006-8, 2006-1 I.R.B. 245, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

**Where To File**

Send the determination letter application and Form 8718 to:

Internal Revenue Service  
 P.O. Box 192  
 Covington, KY 41012-0192

**Paperwork Reduction Act Notice.** We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6406, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.

Attach Check or Money Order Here

26-3722621

0715422.09

amcgray  
NAOI

Trey Grayson

Secretary of State

Received and Filed

10/10/2008 11:58:01 AM

Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION  
OF  
KENTUCKY OPPORTUNITY COALITION, INC.**

The undersigned hereby incorporates a nonprofit corporation ("Corporation") without capital stock or stockholders, under the provisions of KRS 273.161 et seq., and for that purpose adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is the Kentucky Opportunity Coalition, Inc.

**ARTICLE II**

**Purposes and Powers**

(1) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of ARTICLE II of these Articles of Incorporation.

(2) The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for the promotion of social welfare and the net earnings of which are devoted exclusively to charitable, educational, or recreational purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended ("Code") (references herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws), in such manner (i) that no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, except as reasonable compensation for services actually rendered, (ii) that it shall not have the primary purpose of participating or intervening in political campaigns on behalf or in opposition to any candidate for public office nor to any other extent which would disqualify it from maintaining exemption under section 501(c)(4) of the Code.

(b) As a particular purpose in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section (2)(a) of this ARTICLE II, to organize, promote, foster, assist (whether financially or otherwise) and conduct such charitable, scientific, and educational enterprises, activities and institutions as from time may be determined, selected or decided upon by the Corporation's Board of Directors consistent with the purposes stated above.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects:

(i) To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts and other securities and properties;

(iii) To give, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests or devises of property of any kind which any individual, firm, corporation or other entity may make to the Corporation, upon the terms, trusts and conditions set forth in the deed of gift, will or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money for operational purposes only, without giving security therefor by pledging, mortgaging or otherwise encumbering any property it may own, or any other interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(4) of the Code;

(viii) To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee and therein to authorize any such corporate trustee to employ agents, attorneys, accountants and others



in connection with the performance of any duty or trust arising under such agreement;  
and

(ix) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(4) of the Code.

(3) Notwithstanding any other provision of these Articles of Incorporation, if, at any time, the Corporation shall be determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) 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 Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

### **ARTICLE III**

#### **Duration**

The Corporation shall have perpetual duration.

### **ARTICLE IV**

#### **Members**

There shall be no members of the Corporation.

## ARTICLE V

### Board of Directors

(1) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

(2) The Board of Directors shall consist of such number of individuals as may be fixed in the Bylaws of the Corporation ("Bylaws"); provided, however, that the Board of Directors shall not consist of fewer than three individuals.

(3) A director may be removed as provided by the Bylaws.

## ARTICLE VI

### Initial Board of Directors

The number of directors constituting the initial Board of Directors is five, and the name and mailing address of each person who is to serve as an initial director is as follows, each person to serve until the first meeting of the Board of Directors and until such director's successor in office is elected and shall qualify:

- (1) Michael Goins  
105 Ellen Court  
Georgetown, Kentucky 40324
- (2) Bridget Bush  
1500 Cold Spring Road  
Louisville, Kentucky 40223
- (3) Karen Sellers  
709 Court Street  
Paintsville, Kentucky 41240
- (4) David Mast  
6910 Lovelaceville Road  
Paducah, Kentucky 42001
- (5) James E. Milliman  
2500 Brown and Williamson Tower  
Louisville, Kentucky 40202-3410

**ARTICLE VII**

**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 3500 National City Tower, 101 South Fifth Street, Louisville, Kentucky, 40202, and the name of its initial registered agent at such office is 3300, LLC.

**ARTICLE VIII**

**Principal Office**

The mailing address for the Principal Office of the Corporation is P.O. Box 6067, Louisville, Kentucky, 40206.

**ARTICLE IX**

**Distribution of Assets upon Dissolution**

If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefore.

(2) Assets that have been received and are held by the Corporation subject to limitations permitting their use only for the promotion of social welfare and the net earnings of which are devoted exclusively to charitable, educational, recreational or similar purposes shall be transferred or conveyed to (i) one or more corporations, societies, or organizations organized under the laws of any state that are exempt under the provisions of section 501(a) of the Code as organizations described in sections 501(c)(3) and 509(a)(1)-(3) of the Code and the regulations thereunder, or in section 501(c)(4) of the Code and the regulations thereunder, (ii) the Federal government, or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(3) Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under the provisions of section 501(a) of the Code as organizations described in sections 501(c)(3) and 509(a)(1)-(3) of the Code and the regulations thereunder, or in section 501(c)(4) of the Code and the regulations thereunder, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

Kentucky Opportunity Coalition, Inc  
26-3722621

(4) Any assets not disposed of pursuant to the previous provisions of this ARTICLE IX shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for social welfare purposes and are exempt under the provisions of section 501(a) of the Code as organizations described in sections 501(c)(3) and 509(a)(1)-(3) of the Code and the regulations thereunder, or in section 501(c)(4) of the Code and the regulations thereunder.

## ARTICLE X

### Incorporator

Mark F. Sommer, whose mailing address is 3500 National City Tower, 101 South Fifth Street, Louisville, Kentucky, 40202, is the sole incorporator of the Corporation.

## ARTICLE XI

### Indemnification of Directors and Officers

(1) To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall indemnify each director and officer of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such director or officer in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including, but not limited to, service with respect to benefits plans. A director or officer of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such director or officer to the Corporation also impose duties on, or otherwise involve services by, such director or officer to the plan or to participants in or beneficiaries of the plan.

(2) To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a director or officer of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

(3) The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE XI shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, not be deemed exclusive of other rights, if any, to which such director or officer of the Corporation seeking such indemnification or advancement may be entitled under the Bylaws or any agreement, action of disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(4) Any repeal or modification of this ARTICLE XI shall not adversely affect any right or protection of a director or officer of the Corporation under this ARTICLE XI with respect to any act or omission occurring prior to the time of such repeal or modification.

## ARTICLE XII

### Elimination Of Certain Liability Of Directors

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law or (iii) for any transaction from which such director derived an improper personal benefit. This ARTICLE XII shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

## ARTICLE XIII

### Private Property Of Incorporator And Directors

None of the private property of the incorporator or any director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

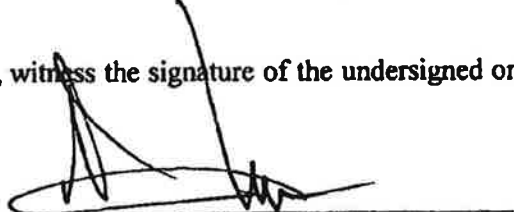
Kentucky Opportunity Coalition, Inc.  
26-3722621

**ARTICLE XIV**

**Severability Of Provisions**

Except as may conflict with the provisions of ARTICLE II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

9/1 IN TESTIMONY WHEREOF, witness the signature of the undersigned on this day of October, 2008.

  
Mark F. Sommer, Incorporator

**CONSENT OF REGISTERED AGENT**

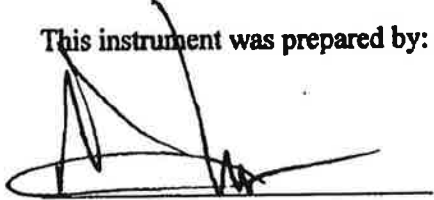
The undersigned, having been named in these Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.

3300, LLC

By: 

Title: Manager

This instrument was prepared by:



Mark F. Sommer, Esq.  
Greenebaum Doll & McDonald PLLC  
3500 National City Tower  
101 South Fifth Street  
Louisville, Kentucky 40202-3197  
(502) 589-4200 Phone  
(502) 587-3695 Fax

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**BYLAWS  
OF  
KENTUCKY OPPORTUNITY COALITION, INC.**

**ARTICLE I**

**Purpose**

**1.1. Purpose Clause.** The Corporation is organized and shall be operated exclusively for public and social welfare purposes within the meaning of Internal Revenue Code Section 501(c)(4). The purposes of the Corporation, subject to the limitations of Article IX hereof, are to promote the general welfare of Kentucky citizens through twenty-first century solutions for problems and issues relating to economic development, transportation, education, healthcare and fiscal issues affecting the Commonwealth. The Kentucky Opportunity Coalition, Inc. will advocate policy initiatives and promote legislation that adhere to ideals of the Corporation.

**ARTICLE II**

**Offices**

**2.1. Principal Office.** The principal office of Kentucky Opportunity Coalition, Inc. shall be located at any place either within or outside the Commonwealth of Kentucky as designated in the Corporation's most current Annual Report filed with the Secretary of State of Kentucky. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of Directors of the Corporation ("Board") may deem advisable from time to time.

**2.2. Registered Office.** The Corporation shall maintain a registered office in the Commonwealth of Kentucky, as required by Kentucky law. The address of the registered office may be changed from time to time by the Board.

**ARTICLE III**

**No Capital Shares**

**3.1. No Capital Shares.** The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary

gain or profit, nor shall any of the Corporation's gain, profit or property inure to the incorporators thereof, nor officer or director thereof, except as otherwise provided in Section (2)(a) of ARTICLE II of the Corporation's Articles of Incorporation ("Articles") with respect to compensation for services rendered, but the Corporation's entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and other uses and purposes set out in ARTICLE II of the Articles.

## ARTICLE IV

### No Members

**4.1. *Number of Members.*** There shall be no Members of the Corporation.

## ARTICLE V

### Directors

**5.1. *General Powers.*** All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, subject to any limitations set forth in the Articles.

**5.2. *Number, Election and Term.*** The Board shall consist of not less than three, nor more than nine individuals, and until otherwise changed by a resolution of the Board, shall consist of five individuals. Each director shall be elected by the Board. All directors shall engage in fundraising on behalf of the Corporation in recognition of the fact that the Corporation must have continuous funds to further its mission and purpose. Each director shall hold office for such term as shall be determined at the time of such director's election or until such director's successor shall be elected and qualified, whichever period is longer. The directors need not be residents of the Commonwealth of Kentucky. Each director shall be eligible for reelection.

**5.3. *Removal and Resignations.*** At a meeting of the Board called expressly for that purpose, any director or the entire Board may be removed, with or without cause, by a vote of a majority of directors then entitled to vote at an election of directors. Any member of the Board may resign from the Board at any time by giving written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

**5.4. *Annual and Regular Meetings.*** An annual meeting of the Board shall be held at such time and place as the Chairman of the Board may direct upon at least ten



days' prior notice in writing, given personally, by mail, fax or e-mail, to all of the directors of the Corporation for the purpose of electing officers and the transaction of such other business as may properly come before the meeting. All above methods of serving notice shall require a return receipt. The Board may provide by resolution the time and place, either within or without the Commonwealth of Kentucky, for the holding of regular meetings without other notice than such resolution.

**5.5. *Special Meetings.*** Special meetings of the Board may be called by, or at the request of, the President or any two directors of the Corporation. All special meetings of the Board shall be held at the principal office of the Corporation or such other place as may be specified in the notice of the meeting.

**5.6. *Participation in Meetings.*** Unless otherwise provided by Kentucky law, the Board may permit any or all directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting including, but not limited to, conference telephone or similar communications equipment. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**5.7. *Notice of Meeting.*** Notice of the date, time and place of any special meeting shall be given at least two days prior thereto by written notice mailed, faxed or delivered personally to each director at the director's business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by fax, such notice shall be deemed to be delivered when receipt of the fax is confirmed by return fax or other writing by the intended recipient. Unless otherwise provided in these Bylaws or Kentucky law, the notice shall not be required to describe the purpose of the special meeting.

**5.8. *Waiver of Notice.*** A director may waive any notice required by the Articles, these Bylaws or Kentucky law before or after the date and time stated in the notice. The waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to the holding of the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

**5.9. *Quorum and Voting.*** Unless the Articles require a greater or lesser number, a majority of the number of directors fixed by these Bylaws shall constitute a quorum of the Board; provided, however, that if less than a majority of the directors are

present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**5.10. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Articles or these Bylaws.

**5.11. Vacancy on Board.** If a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of directors, such vacancy shall be filled by the affirmative vote of the majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

**5.12. Compensation of Directors.** Unless the Articles provide otherwise, the Board may fix the compensation of directors. The compensation shall be limited to reimbursement for travel and other expenses needed to enable a director to carry out the mission of the Corporation. Directors are permitted to refuse such reimbursement. No such compensation shall preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

**5.13. Action by Written Consent.** Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

**5.14. Chairman and Vice Chairman of the Board.** The Board may appoint one of its members Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board. The Board may also appoint one of its members as Vice Chairman of the Board, and such individual shall serve in the absence of the Chairman and perform such additional duties as may be assigned to the Vice Chairman by the Board.

## ARTICLE VI

### Officers

**6.1. Required Officers.** The Corporation shall have the officers described in these Bylaws or appointed by the Board in accordance with these Bylaws. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board. The same individual may simultaneously hold more than one office in the Corporation. Section 6.10 delegates to the Secretary, if such office be created and filled, the required responsibility of preparing minutes of the directors' meetings and for

authenticating records of the Corporation. If such office shall not be created and filled, then the Board shall delegate to one of the officers of the Corporation such responsibility.

**6.2. Appointment and Term of Office.** The officers of the Corporation shall be elected by the Board at the first, and thereafter at each annual, meeting of the Board. If the appointment of officers shall not be made at any such meeting, such appointment shall be made as soon thereafter as is practicable. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until such officer's successor shall be duly elected or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided. All officers shall engage in fundraising on behalf of the Corporation in recognition of the fact that the Corporation must have continuous funds to further its mission and purpose.

**6.3. Removal and Resignations of Officers.** The Board may remove any officer at any time with or without cause. An officer of the Corporation may resign at any time by delivering written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

**6.4. Contract Rights of Officers.** Appointment of an officer or agent shall not of itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

**6.5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

**6.6. Chairman of the Board.** The Chairman of the Board, if that office be created and filled, may, at the discretion of the Board, be the chief executive officer of the Corporation and, if such, shall, in general, supervise and control the affairs and business of the Corporation, subject to control by the Board. The Chairman of the Board shall preside at all meetings of the Board.

**6.7. President.** The President, if that office be created and filled, shall be the chief executive officer of the Corporation, unless a Chairman of the Board is appointed and designated chief executive officer pursuant to Section 6.6. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. Unless otherwise

ordered by the Board, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of members or shareholders of any corporation in which the Corporation may hold membership or stock, and at any such meeting shall hold and may exercise all rights incident to membership or the ownership of such stock which the Corporation, as member or owner, would have had and exercised if present. The Board may confer like powers on any other person or persons.

**6.8. Vice President.** In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in order designated at the time of their appointment, or in the absence of any designation, then in the order of their appointment), if that office be created and filled, shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. A Vice President shall perform such other duties as from time to time may be assigned to such person by the Chairman of the Board, the President or the Board.

**6.9. Treasurer.** The Treasurer, if that office be created and filled, shall (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Section 7.4 and (c) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairman of the Board, President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of such officer's duties (which may, but need not be, paid by the Corporation) in such sum and with such surety or sureties as the Board shall determine.

**6.10. Secretary.** The Secretary, if that office be created and filled, shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records and of the seal, if any, of the Corporation, (d) be responsible for authenticating records of the Corporation, (e) keep a register of the mailing address of each Member and director and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairman of the Board, the President or the Board.

**6.11. Assistant Treasurers, Assistant Secretaries, Executive Director and Deputy Executive Director.**

**(a) Assistant Treasurer.** The Assistant Treasurer, if that office be created and filled, shall, if required by the Board, give bond for the faithful discharge of

such officer's duties (which may, but need not be, paid by the Corporation) in such sum and with such surety as the Board shall determine.

**(b) Additional Duties.** The Assistant Treasurers and Assistant Secretaries, in general, shall perform such additional duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the Chairman of the Board, the President or the Board.

**(c) Executive Director.** The Board shall appoint an Interim Executive Director who shall serve until the Board appoints a Permanent Executive Director as the result of a statewide search. The Board shall accept resumes and conduct interviews in order to find the candidate who best meets the required qualifications. Since the Corporation will be advocating comprehensive policy solutions for issues affecting the Commonwealth, an Executive Director must have demonstrated public policy experience on a statewide level. He or she must be able to fundraise and effectively communicate with the media, legislature and public. In addition, the Executive Director must have strong leadership skills and be able to work with a wide range of complex public policy issues.

**(d) Deputy Executive Director.** The Interim Executive Director and Permanent Executive Director shall have the authority to appoint a Deputy Executive Director and any additional staff that he or she deems necessary subject to board approval. All staff salary obligations shall be approved by the Board and shall be comparable to salaries offered by similarly situated non-profit organizations.

**(e) Additional Duties.** The Executive Director and Deputy Executive Director, in general, shall perform such additional duties as shall be assigned to them by the Chairman of the Board, the President or the Board.

**6.12. Compensation.** The compensation, if any, of the officers of the Corporation shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the Corporation; provided, however, that if any compensation is paid to any officer of the Corporation, the amount of such compensation shall not exceed such amount as is reasonable under all of the facts and circumstances.

## ARTICLE VII

### Contracts, Loans, Checks, and Deposits

**7.1. Contracts.** The Board may authorize any officer or agent to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**7.2. Corporate Loans.** No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**7.3. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board.

**7.4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board may select.

## ARTICLE VIII

### Executive and Other Committees

**8.1. Executive Committee.** The Board by resolution adopted by the greater of a majority of all directors in office when the action is taken may create and appoint from among its members an Executive Committee consisting of two or more directors, who shall serve at the pleasure of the Board.

**8.2. Authority of Executive Committee.** When the Board is not in session, the Executive Committee shall have and may exercise all of the authority of the Board, unless otherwise specified in the resolution appointing the Executive Committee. Neither the Executive Committee, nor any other committee created by the Board, shall have the authority to: (a) amend, alter or repeal these Bylaws, (b) appoint or remove any member of the Executive Committee or any director or officer of the Corporation, (c) amend or restate the Articles, (d) adopt a plan of merger or consolidation with another corporation,

(e) authorize the sale, lease, exchange or mortgage of all, or substantially all, of the property and assets of the Corporation, (f) authorize the voluntary dissolution of the Corporation or adopt a plan for the distribution of the assets of the Corporation or (g) amend, alter or repeal any resolution of the Board.

**(a) Tenure and Qualification.** Each member of the Executive Committee shall hold office until the next annual meeting of the Board following such member's designation and until such member's successor shall be duly designated and qualified.

**(b) Meetings.** Sections 5.4 through 5.8 (which address meetings, notice of meetings and waiver of notice) and Section 5.13 shall apply to the Executive Committee and its members as well.

**(c) Quorum and Voting.** A majority of the members of the Executive Committee shall constitute a quorum of the Executive Committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present shall be the act of the Executive Committee. A member who is present at a meeting of the Executive Committee when corporate action is taken shall be deemed to have assented to the action taken unless: (i) such member objects at the beginning of the meeting, or promptly upon such member's arrival, to holding it or transacting business at the meeting, (ii) such member's dissent or abstention from the action taken is entered in the minutes of the meeting or (iii) such member delivers written notice of the member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a director who votes in favor of the action taken.

**(d) Vacancies.** Any vacancy in the Executive Committee may be filled by a resolution adopted by the Board in accordance with Section 8.1.

**(e) Resignations and Removal.** Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by the Board in accordance with Section 8.1. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Board, and resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

**8.3. Other Committees.** The Board by resolution adopted by the greater of a majority of all directors in office when the action is taken may create and appoint from among its members such other committees, consisting of two or more directors, as from time to time it may consider necessary or appropriate to conduct the affairs of the Corporation. Each such committee shall have such power and authority as the Board may, from time to time, establish for it. The tenure and qualifications of the members of

each committee, the time, place and organization of such committee's meetings, the notice required to call any such meeting, the number of members of each such committee that shall constitute a quorum, the affirmative vote of the committee members required effectively to take action at any meeting at which a quorum is present, the action that any such committee can take without a meeting, the method in which a vacancy among the members of such committee can be filled and the procedures by which resignations and removals of members of such committee shall be acted upon or accomplished, shall be fixed by the resolution adopted by the Board relative to such matters, subject to the provisions of Kentucky law.

## ARTICLE IX

### Emergency Bylaws

**9.1. Adoption of Emergency Bylaws.** The provisions of Section 9.2 shall be operative during any emergency. An emergency shall exist for purposes of Section 9.2 if a quorum of the Board cannot readily be assembled because of some catastrophic event. All provisions of these Bylaws provided elsewhere herein which are consistent with the Emergency Bylaws shall remain effective during the emergency. The Emergency Bylaws shall not be effective after the emergency ends.

### **9.2. Provisions of Emergency Bylaws.**

**(a) Call of Meeting.** A meeting of the Board may be called by any officer or director of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

**(b) Quorum.** The director or directors in attendance at the meeting, as the case may be, shall constitute a quorum.

**(c) Lines of Succession.** The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency, any or all directors, officers, employees or agents of the Corporation shall, for any reason, be rendered incapable of discharging their duties.

**(d) Change in Principal Office.** The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or



designate several alternative principal offices or regional offices, or authorize the officers to do so.

*(e) Liability of Officers and Directors.* All corporate action taken in good faith in accordance with these Emergency Bylaws shall bind the Corporation. No officer, director or employee acting in accordance with these Emergency Bylaws shall be liable for such action, except for bad faith.

**9.3. Changes in Emergency Bylaws.** These Emergency Bylaws shall be subject to repeal or change by further action of the Board, but no such repeal or change shall modify the provisions of Section 9.2 with regard to action taken prior to the time of such repeal or change.

## ARTICLE X

### Indemnification

**10.1. No Personal Liability.** The members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, except to the extent expressly provided by applicable law.

**10.2. Indemnification of Officers.** The Corporation shall indemnify each member of the Board, as described in Article III hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

**10.3. Indemnification Requirements.** The Corporation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Corporation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Corporation shall be advised by its Board of Directors acting: (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that; or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or

officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

**10.4. Scope of Indemnification.** Every reference herein to a member of the Board of Directors or officer of the Corporation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

**10.5. Methods of Indemnification.** The Corporation shall supplement the right of indemnification by the purchase of insurance, including directors and officers liability coverage. The Corporation further may enter into indemnification agreements in that regard, or may provide advances for related expenses of any person indemnified.

## ARTICLE XI

### Limitation on Activities

**11.1. Limitation on Activities.** The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1954. No substantial part of the activities of the Corporation shall be for the carrying on of propoganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in, including the publishing or distribution of statements relating to, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1954, as an organization described in section 501(c)(4) of such Code;

(b) by an organization described in sections 509(a)1, 2, or 3 of the Internal Revenue Code of 1954 (as the case may be); and/or

(c) by an organization, contributions to which are deductible under sections 170(c)2, 501(c)(4), 2055(a)2, or 2522(a)2 of the Internal Revenue Code of 1954.

**11.2. Limitation on Use of Funds.** The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private individuals, or other organizations organized and operating for profit, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered.

## ARTICLE XII

### Dissolution

**12.1. Dissolution.** On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors shall determine:

(a) a non-profit organization or organizations which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under the provisions of section 501(a) of the Code as organizations described in sections 501(c)(3) and 509(a)(1)-(3) of the Code and the regulations thereunder, or in section 501(c)(4) of the Code and the regulations thereunder; and/or

(b) a non-profit organization or organization having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under the provisions of section 501(a) of the Code as organizations described in sections 501(c)(3) and 509(a)(1)-(3) of the Code and the regulations thereunder, or in section 501(c)(4) of the Code and the regulations thereunder.

## ARTICLE XIII

### Miscellaneous

**13.1. Amendments.** The Board shall have the power and authority to alter, amend or repeal these Bylaws by the vote of a majority of all the members of the Board.

**13.2. Fiscal Year.** The Board shall have the power to fix, and from time to time change, the fiscal year of the Corporation.

**13.3. Seal.** The Board may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, Kentucky as the state of incorporation and the word "CORPORATE SEAL."

**13.4. Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws, the Articles or Kentucky law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

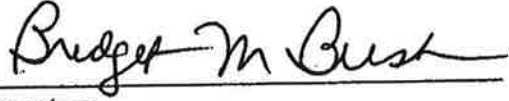
**13.5. Construction.** Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders, any reference to the singular shall include the plural and any reference to the plural shall include the singular.

**13.6. Limitations.** Notwithstanding any other provision hereof, including, but not limited to, any provision of any Emergency Bylaws, the Corporation shall take no action contrary to the provisions of ARTICLE II of the Articles, and if at any time the Corporation is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended ("Code"), then the Corporation shall only act as permitted under the Code without subjecting the Corporation to additional taxes imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

**13.7. Severability of Provisions.** Except as may conflict with the provisions of ARTICLE II of the Articles, if any provision of these Bylaws, or its application to any person or circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the remainder of these Bylaws, or the application of such provisions to persons or circumstances other than those to which it was held to be invalid or unenforceable, shall not be affected thereby, and to this extent, the provisions of these Bylaws are severable.

Kentucky Opportunity Coalition, Inc.  
26-3722621

The above Bylaws of the Corporation were  
adopted by the Board effective as of  
October 29, 2008



Secretary

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## **PART II 7**

### **Donor Levels Benefits 501c4**

#### **Member Group - one time contribution/\$15 for Students**

- Contribution of \$15 (student), \$25, \$50, \$100, \$200
- Kentucky Opportunity Coalition publications, white papers, media alerts, and e-mail editorials

#### **Sponsor Group - either paid monthly or as a one time contribution**

- Contribution of \$500, \$1000, \$2500, \$5000.
- Kentucky Opportunity Coalition publications, white papers, media alerts, and e-mail editorials
- Invitations to policy conferences, dinners and premier events
- Complimentary invitations to policy forums

#### **Opportunity Group – annual contribution of \$10,000 a year for five years**

- Kentucky Opportunity Coalition publications, white papers, media alerts and e-mail editorials
- Invitations to policy conferences, dinners and premier events
- Name printed in programs at special events
- Preferred seating and reception access for Kentucky Opportunity Coalition events.

#### **Legacy Group**

- Friends who have included the Kentucky Opportunity Coalition in their will or estate or would like to make a Stock Donation. Please contact KCO staff for details.

**Part II 14**

Does the organization now lease or does it plan to lease any property?

- Currently, the organization does not lease any property. In the future the organization would like to lease office space should funds be available. Should land be donated to the organization the organization reserves the right to rent the property in compliance of applicable law under the guidance of legal counsel.