

# ARTICLES OF INCORPORATION

## ARTICLE I

### NAME

#### 1.01 Name

The name of this corporation shall be **Somerset Artists' Co-Op**.

## ARTICLE II

### DURATION

#### 2.01 Duration

The period of duration of the corporation is perpetual.

## ARTICLE III

### PURPOSE

#### 3.01 Purpose

**Somerset Artists' Co-Op** is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **Somerset Artists' Co-Op's** purpose is to create and celebrate the arts within the community by promoting artistic opportunities to the diverse population of Perry County and surrounding Appalachian communities. We strive to enhance the public awareness of the arts through shared community goals and to make the arts accessible and sustainable for local artists and patrons.

We provide learning opportunities to children and adults of the Appalachian region of Perry and surrounding counties. We utilize grants and public donations to provide funding for learning experiences as a means to keep costs low and affordable.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

## ARTICLE IV

### NON-PROFIT NATURE

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

**Somerset Artists' Co-Op** is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of **Somerset Artists' Co-Op** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Somerset Artists' Co-Op** is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of **Somerset Artists' Co-Op** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the **Somerset Artists' Co-Op**, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### **5.01 Governance**

**Somerset Artists' Co-Op** shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors are its Officers.

## **ARTICLE VI**

### **MEMBERSHIP**

#### **6.01 Membership**

**Somerset Artists' Co-Op** shall have members. The management of the affairs of the corporation shall be as defined in the corporation's bylaws.

## **ARTICLE VII**

### **AMENDMENTS**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## ARTICLE VIII

### ADDRESSES OF THE CORPORATION

#### 8.01 Corporate Address

The physical address of the corporation is:

**103a North Columbus Street, Somerset, Ohio 43783**

The mailing address of the corporation is:

**P.O. Box 145, Somerset, Ohio 43783**

## ARTICLE IX

### Appointment of registered [agent](#)

#### 9.01 Registered [Agent](#)

The registered agent of the corporation shall be:

**William Flautt, P.O. Box 490, 115 West Main Street, Somerset, Ohio 43783**

## ARTICLE X

### INCORPORATOR

The incorporators of the corporation are as follow:

**Somerset Artists' Co-Op**

**103a North Columbus Street, Somerset, Ohio 43783**

## Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Somerset Artists' Co-Op** were approved by the board of directors on **December 18, 2013** and constitute a [complete](#) copy of Articles of Incorporation of the **Somerset Artists' Co-Op**

**Michelle A. Robinson, 14421 Sand Rock Road, Glenford, Ohio 43739**

**Tori L. Wilson, 10325 St. Rt. 668 North, Somerset, Ohio 43783**

**Cindy J. Cooperider, 7937 Stagecoach Road, Rushville, Ohio 43150**

IN WITNESS WHEREOF, the undersigned, being the Incorporators of [name of nonprofit] and the initial directors named in these Articles of Incorporation on December 18, 2013.

INCORPORATORS

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Michelle A, Robinson, Incorporator

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Tori L. Wilson, Incorporator

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Cindy J. Cooperider, Incorporator