

**ARTICLES OF INCORPORATION OF  
WFMP Low Power Radio, Inc.**

THE UNDERSIGNED Incorporator does hereby form a Nonstock Nonprofit Corporation incorporated under the laws of the Commonwealth of Kentucky, and more particularly under the provisions of the Kentucky Nonprofit Corporation Acts, Kentucky Revised Statutes (KRS) 273.161 to 273.390.

**ARTICLE I**

The name of the Corporation shall be "WFMP Low Power Radio, Inc."

**ARTICLE II**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

The name of the Corporation's registered agent is Melissa A. Morgenson. The street address of the Corporation's initial registered office in Kentucky is 332 West Broadway, Suite 801A, Louisville, KY, 40202. By her signature below, the registered agent has indicated written consent to her appointment.

The mailing address of the Corporation's principal office is 332 West Broadway, Suite 801A, Louisville, KY, 40202. Other places of business may be designated by resolution of the Board of Directors.

**ARTICLE IV**

The name and mailing address of the Incorporator are as follows:

Melissa Morgenson  
3912 Nachand Lane  
Louisville, KY 40218

**ARTICLE V**

With these Articles, WFMP Low Power Radio, Inc., is newly organized as a Kentucky nonstock nonprofit corporation.

Management of the affairs of the Corporation shall be vested with Board of Directors for the purposes of KRS 273.161, et seq. The Executive Committee Members shall elect members to the Board of Directors of the Corporation.

The initial Board of Directors shall be comprised of five (5) members. The names and addresses of the initial Board of Director members are as follows:

Cynthia Ganote, Ph.D.  
3133 Rosedale Boulevard  
Louisville, KY 40220

Mark McKinley  
833 Sylvia Street  
Louisville, KY 40217

Ibrahim Imam, Ph.D.  
10720 Linn Station Road  
Louisville, KY 40223

Angelyn Rudd  
1200 Park Hills Drive  
Louisville, KY 40207

Snake C. Jones, Ph.D.  
1892 Ivanhoe Court  
Louisville, KY 40205

Any change in the number of Board of Directors members shall be made by the Board of Directors in accordance with these Bylaws.

## **ARTICLE VI**

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

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

- To sponsor and support, on a local and non-commercial basis, public forums and public media that are informative, respond to the needs and interests of disempowered and underserved communities, and create opportunities for new and diverse voices from the community to be broadcast; and
- To produce and engage in educational and promotional activities within the local community.

## **ARTICLE VII**

The Corporation shall be irrevocably dedicated to and operated exclusively for nonprofit purposes. No part of the net earnings of the Corporation shall inure to the benefit of nor be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

## ARTICLE VIII

In carrying out the corporate purposes described above, the Corporation shall have all the powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in KRS 273.171 (or corresponding provision of any later state statute), except as follows and as otherwise stated in these Articles:

No substantial part of the activities of the Corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not engage in any other activities that are not permitted:

- By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; or
- By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.

If and so long as the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws:

- The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and
- The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

## **ARTICLE IX**

The initial bylaws shall be adopted by the Board of Directors. Thereafter, the Corporation shall be governed by its Bylaws, provided they are not inconsistent with these Articles.

Any member of the Board of Directors may be removed by the Executive Committee pursuant to the provisions in the Bylaws regarding removal.

## **ARTICLE X**

A director, officer, employee, or member of the Board of Directors of the Corporation shall not be held personally liable for the acts or debts of the Corporation except insofar as that individual may become personally liable by reason of their own acts or conduct pursuant to KRS 273.187 (or corresponding provision of any later Kentucky statute).

Any person serving on the Board of Directors of this Corporation shall not be personally liable to the Corporation for monetary damages for breach of his/her duties as a director except for:

- Any transaction in which the director's personal financial interest conflicts with the financial interests of the Corporation;
- Acts or omissions not in good faith that involve intentional misconduct on the part of the director or are known by the director to be a violation of law; or
- Any transaction from which the director derived an improper personal benefit.

## **ARTICLE XI**

As provided in KRS 273.171, the Corporation may indemnify any member of the Board of Directors or member/officer or former director or former member/officer of the Corporation against any expenses actually and reasonably incurred by them in connection with the defense of any action, suit, or proceeding, civil or criminal, in which they are made a party by reason of being or having been such director or officer, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized in its Bylaws or authorized by means of a resolution adopted after notice to all members of the Board of Directors who are entitled to vote.

## **ARTICLE XII**

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, sell all of the assets of the Corporation and distribute the proceeds from those sales in equal portion to all nonprofit partners who have filed a Partnership Agreement with the Corporation that is current at the time of dissolution, provided the nonprofit partner organization continues to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions

of any later federal tax laws).

The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office for the Corporation is then located exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for charitable, religious, or educational purposes and which at the time shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later federal tax laws).

**ARTICLE XIII**

Pursuant to KRS 273.263(2), any amendments to these Articles shall be adopted at a meeting of the Board of Directors upon receiving the vote of a majority of the members of the Board of Directors then in office.

IN TESTIMONY WHEREOF, witness the signatures of the Incorporator and the Registered Agent of the Corporation:

M. A. Morgenson  
Melissa A. Morgenson  
INCORPORATOR

Victoria H. Strange  
Victoria H. Strange  
REGISTERED AGENT

STATE OF KENTUCKY    )  
  )  
COUNTY OF JEFFERSON )

The foregoing Articles of Incorporation were acknowledged before me this 18 day of May 2020, by M. Morgenson and V. Strange, the Incorporator and Registered Agent of WFMP-LP, a Kentucky nonstock nonprofit Corporation.

Gayle W. Gillin  
Notary, State of Kentucky  
My commission expires: 1-23-2021