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**NEIGHBORHOOD DEVELOPMENT FUND
Not-for-Profit Transmittal and Approval Form**

Applicant/Program: Molo Village CDC, Molo Festival

Executive Summary of Request: The Molo Festival will be held on Friday, August 1st- Sunday, August 3rd. The festival will offer a variety of opportunities for Adults and youth in the community. There will be amusement rides design to promote family togetherness and fun actives. There will also be free health screenings, vendor displays, live entertainment, and games for adults and children. Friday night is jazz night, Saturday is Youth Day and Sunday is Family Day.

Is this program/project a fundraiser?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Is this applicant a faith based organization?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Does this application include funding for sub-grantee(s)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

<u>4</u>	<u>David Conroy</u>	<u>\$4,573</u>	<u>7/1/2014</u>
District #	Primary Sponsor Signature	Amount	Date

Primary Sponsor Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

N/A

Approved by:

_____	_____
Appropriations Committee Chairman	Date

Clerk's Office Only:

Request Amount: _____ Committee Amended Appropriation: _____

OFFICE OF METRO COUNCIL CLERK

REVIEWED

DATE 7-9-14 TIME 12:41pm

NDF NON-PROFIT APPLICATION CHECKLIST

Legal Name of Applicant Organization:		
Program Name:	Request Amount:	Yes/No/NA
Request form: Is the NDF request form signed by all Council Member(s) appropriating funding?		Yes
Request form: Is the funding proposed less than or equal to the request amount?		Yes
Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?		Yes
Application Page 1: Has prior Metro funds committed/granted been disclosed?		Yes
Application Page 1: Is the application properly signed and dated by authorized signatory?		Yes
Application Page 3: Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?		No
Application Pages 3 – 5: Is the proposed public purpose of the program well-documented?		Yes
Application 4: Is there adequate documentation of how the proceeds of the fundraiser will be spent?		Yes
Application Budget Page 6: Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for “Metro, Non Metro and Total” expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?		Yes
Faith Based Organizations: Is the signed Faith Based Form signed and included?		No
Jefferson County Only: Will all funding be spent in Louisville/Jefferson County?		Yes
Capital Project(s) request: Is the cost estimate(s) from proposed vendor(s) included?		N/A
Good Standing: Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State – include Secretary of State website information on organization • Louisville Metro Government – check OMB monthly report filed in Council Financial Reports • Internal Revenue Service – most recent Form 990 included 		Yes
Separate Taxing Districts: If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?		N/A
Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)		N/A
Operating Requests: Is recommended operating funding less than or equal to 33% of total operating budget?		N/A
IRS Exempt Proof: Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?		Yes
Operating Budget: Is the organization’s current fiscal year operating budget included?		Yes
Ordinance Required: Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.		No
Board Members: Is the entity’s board member list (with term length/term limits) included?		Yes
Staff: Is a list of the highest paid staff included with their expected annual personnel costs?		No
Annual Audit: Is the most recent annual audit (if required by organization) included?		No
Rent Requests: Is a copy of signed lease included?		No
Articles of Incorporation: Are the Articles of Incorporation of the organization included?		Yes
IRS Form W-9: Is the IRS Form W-9 included?		Yes
Evaluation Forms: Are the evaluation forms (if program participants are given evaluation forms) included?		No
Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?		No
Prepared by:	Keidra King	Date: 7/1/14



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization:		Molo Village CDC	
<small>(as listed on: http://www.sos.ky.gov/business/records)</small>			
Main Office Street & Mailing Address: 1407 W. Jefferson Street; Mailing Address P. O. Box 2846, Lou. KY 40201			
Website: http://molovillage-cdc.org/			
Applicant Contact:	Jamesetta Ferguson	Title:	President
Phone:	(502)417-8438	Email:	molovillage@att.net
Financial Contact:	Teresa Walton	Title:	Executive Director
Phone:	(502)593-0827	Email:	molovillage@att.net
Organization's Representative who attended NDF Training: Jamesetta Ferguson			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):	225 W. Jefferson Street, Beecher Terrace Community, 12th and 13th Jefferson Street		
Council District(s):	Fourth	Zip Code(s):	40203
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Molo Village Festival			
Total Request: (\$)	4,573.00	Total Metro Award (this program) in previous year: (\$)	4,000.00
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget)			
<input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals			
<input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input type="checkbox"/> Staff including the 3 highest paid staff	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	Metro Louisville Board of Health	Amount: (\$)	3,000.00
Source:		Amount: (\$)	
Source:		Amount: (\$)	
Has the applicant contacted the BBB Charity Review for participation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Has the applicant met the BBB Charity Review Standards? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

Molo Village Mission Statement

To Transform, empower and renew the lives of those we serve through education, community service and healthy living.

Molo Mission and Services

The Molo Village CDC is a center of transformation and a place where family cares for each other. MVCDC has become the arena as it provides services to individuals through five hamlets (divisions), while applying a holistic approach to addressing the needs of the individual and their family unit within the Russell community. Currently, there are four divisions that are up and running as a direct result of this project. First, "The Restored Village," which includes all things recovery and restoration: AA, Ex-Offenders (male, female and youth), and life skills. The 3 Alcoholic Anonymous groups housed at St. Peter's now are part of the Restored Village. Christian Life skills continue to be taught at both St. Peters and Community Transitional Housing. As a part of this program, both male and female offenders must complete community service. They will be also referred to the counseling center for life skills, goal setting and a transition plan. Another village is "The Healthy Village," which includes all things health, including "Molo Health Care and Counseling Center." In this small village there are opportunities for exercise, health and nutrition classes, workshops and information, meal preparation instruction, The Healthy Village Garden, and Health Fairs and Screenings. A goal for 2015 will be to open a Health Clinic. The third village is "The Empowered Village," which is all things social justice and advocacy, education and employment for individuals and family. The Empowered Village teaches and encourages participants to find their voice and to stand against injustices and systems that seek to oppress them as people in a constructive and effective way. Issues will be raised and actions will be planned and executed. GED and higher education are encouraged. Mentors are made available to assist in studying for GED classes and assisting in college or trade school planning. The fourth village, the "Future Village" consist of children and youth development such as Brownies and Girlscouts, Liturgical and Step Dance and mentoring programs. The Future Village will include a computer lab and library for doing homework. Mentors will be available to be matched with students with parental consent. The final village planned for the Isiduko Village which will consist of senior adult programs. The Isiduko Village will partner senior adults with other adults and children to listen to the stories of "old," share wisdom and provide mentorship. Senior adults will be encouraged to volunteer and continue to use their skills and abilities to help build a healthy and compassionate village.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 – PROGRAM/PROJECT NARRATIVE

A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):

This festival will offer a variety of opportunities for adults and youth in the community. At-risk youth will have an opportunity to participate in various positive cultural activities where responsible adult mentors will be present to interact with the youth. Amusement rides are designed to promote family togetherness and fun activities. There will be something for everyone: free healthcare screenings provided by various health agencies; a variety of vendor booth displays; down home cooking; live entertainment, and games for the children and adults. Agencies and sponsors who have booths at the festival will have a tremendous outreach opportunity.

The Molo Festival and fun begins Friday, August 1, 2014 and runs through Sunday, August 3, 2014. Friday Night-Jazz Night, 8pm-10pm; Saturday-Youth Day, 12pm-8, and Sunday-Family Day, 11am - 2pm.

Youth will receive t-shirts, school supplies and various other prizes for their participation on Saturday.

B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):

Rides for at-risk youth	\$3,173.00
Prizes and shirts for youth participants	600.00
Port-a-pots	300.00
Stage and setup	250.00
Security	250.00
	Total \$4,573.00



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

C: If this request is a fundraiser, please detail how the proceeds will be spent:

not applicable

D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

Effective October 24, 2013, reimbursements should not be made unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
- ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

not applicable

The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:

- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

not applicable



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:

The Molo Village believes a community event like this is necessary because: (1) It is a fun, unique way to build community. (2) It can be enjoyed by people of all ages. (3) It raises public awareness of community and organizations that maintain them. (4) It is a fun way to educate people about their community and resources. (5) It promotes and encourages healthy lifestyles which improve community vitality and longevity. (6) It contributes to economic development. (7) It exposes people to a variety of affordable activities. (8) It is newsworthy and draws positive media attention to the sponsoring community and organizations as well as all participants and sponsors. (9) It identifies volunteers and creates a new pool of engaged citizens. (10) It gives visibility to local businesses. (11) It involves individual in something they have not done before.

There is a monthly planning meeting held at St. Peter's UCC with the officers of the Molo Village as weekly as event coordinators and volunteers.

At the conclusion of the festival, an assessment of this event will be reviewed for improvement and adjustments for participation, security and effectiveness in building community.

Input will be sought from community officials, local community leaders and businesses for continued and future planning and partnerships.

Success will be determined through daily participation through participation sheets of the youths involvement in specific youth activities.

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.

St. Peter's United Church of Christ-the church's vision is to plant and cultivate seeds of necessity in our community through spiritual guidance, while continually seeking ways and opportunities to educate, inform and empower the congregation and community to understand, identify and to be effective advocates for social justice policies that better their individual lives and the world in which we live. The church currently has 3 Alcoholic Anonymous groups that serve over 800 men and women weekly. MVCFC directly supports this mission through participation and outreach.

Community Transitional Housing - a 300 resident halfway house for men leaving the prison system. Many of the residents have received spiritual direction and guidance for involvement with welcoming St. Peter's faith community. The residents also volunteer their time to provide Dare to Care Food Distribution and maintenance of the church grounds. MVCDC provides mentoring, life skills training and holistic education.

Mission Behind Bars and Beyond - a Christian led re-entry and life skills program formed to reconnect formerly incarcerated persons with positive community role models to assist in their transition from prison to community, thereby reducing recidivism and demonstrates an important role in walking with those leaving prisons. MVCDC provides mentoring, life skills training and holistic education.

Dare to Care Food Pantry-We have distributed food to over 13,000 people in 2013 and 145,000 pounds of foods. Residents of CTS and the Beecher community volunteer their time to assist in this mission. MVCDC provides referrals of volunteers and food support.

Louisville Presbyterian Seminary Counseling Center - Trained ministers provide counseling services to individuals, families or groups in the midst of crisis. MVCDC provides referrals for counseling support.

Louisville Metro Board of Health - MVCDC participates in the Mayors Healthy Hometown Initiative to improve community health. Free weekly exercise classes are held at St. Peter's UCC.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
A: Personnel Costs Including Benefits			
B: Rent/Utilities			
C: Office Supplies			
D: Telephone			
E: In-town Travel			
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts			
H: Program Materials		1,000	1,000
I: Community Events & Festivals (Attach Detail List)	4,573	7,500	12,073
J: Small Equipment		1,000	1,000
K: Capital Equipment			
L: Other Expenses (Attach Detail List)			
*TOTAL PROGRAM/PROJECT FUNDS	4,573	9,500	14,073
% of Program Budget	18 %	82 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	2,000
Fees Collected from Program Participants	
Other (please specify)	7,500
Total Revenue for Columns 2 Expenses **	9,500

*Total of Column 1 MUST match "Total Request on Page 1, Section 2"

**Must equal or exceed total in column 2.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
PEER Group	2,000	Supplies, marketing, vendors
Volunteer Services	7,500	avg 16 volunteers @8.74 per hour
<i>Total Value of In-Kind</i> <i>(to match Program Budget Line Item.</i> Volunteer Contribution &Other In Kind)	9,500	

* DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK

Agency Fiscal Year Start Date:

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO YES

If YES, please explain:



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 6 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked.

Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

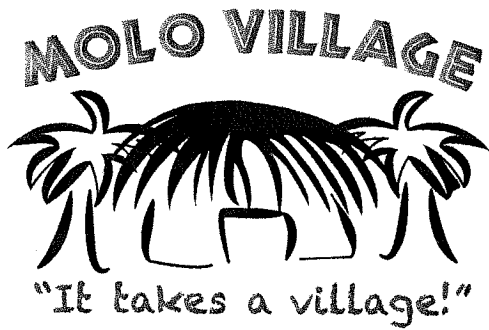
Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

Syvoskia Bray-Pope

SECTION 7 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

Signature of Legal Signatory:		Date:	6/12/14
Legal Signatory: (please print):	JAMESETTA FERGUSON	Title:	President
Phone:	(502) 417-8438	Extension:	
Email:	molovillage@Att.net		



Location:
1225 West Jefferson Street
Louisville, KY 40203
Mailing address:
P. O. Box 2846
Louisville, KY 40201
molovillage@att.net

Rev. Dr. Jamesetta Ferguson, President
C: (502) 417-8438
Rev. Teresa Walton O'Bannon, Executive Director
C: (502) 593-0827

January 1, 2014

Approved Board Members

Mrs. Wadie Bevins, Community Liaison
Rev. Dr. James Dewey, Member, Grace Immanuel UCC
Mrs. Marda Dewey, Member, Grace Immanuel UCC
Rev. Dr. Jamesetta Ferguson, President, Molo Village
Rev. Jim Harper, Pastor, St. Stephens UCC
Rev. David Snardon, Pastor, Joshua Tabernacle MB Church
Rev. Teresa Walton, Exec. Director-Treasurer, Molo Village
Ms. Donanne Fitzgerald, Secretary, Molo Village
Mrs. Felicia Young, Community Liaison

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

DEPARTMENT OF THE TREASURY

Date: MAR 16 2011

MOLO VILLAGE CDC CO
C/O FROST BROWN TODD LLC
J CHRISTOPHER COFFMAN
400 W MARKET ST 32ND FLR
LOUISVILLE, KY 40202

Employer Identification Number:
27-5347893
DLN:
17053068306001
Contact Person:
RENEE RAILY NORTON ID# 31172
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
February 7, 2011
Contribution Deductibility:
Yes
Addendum Applies:
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)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

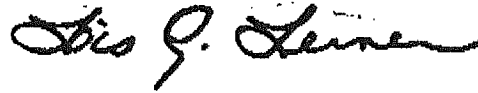
Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

MOLO VILLAGE CDC CO

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

Sincerely,



Lois G. Lerner
Director, Exempt Organizations

Enclosure: Publication 4221-PC

Letter 947 (DO/CG)

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

DEPARTMENT OF THE TREASURY

Date: MAR 16 2011

MOLO VILLAGE CDC CO
C/O FROST BROWN TODD LLC
J CHRISTOPHER COFFMAN
400 W MARKET ST 32ND FLR
LOUISVILLE, KY 40202

Employer Identification Number:
27-5347893
DLN:
17053068306001
Contact Person:
RENEE RAILLEY NORTON ID# 31172
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
February 7, 2011
Contribution Deductibility:
Yes
Addendum Applies:
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)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

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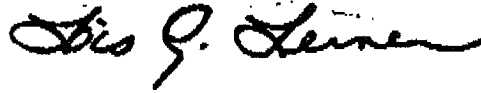
Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

MOLO VILLAGE CDC CO

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

Sincerely,



Lois G. Lerner
Director, Exempt Organizations

Enclosure: Publication 4221-PC

Letter 947 (DO/CG)

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return) Molo Village CDC	
	Business name/disregarded entity name, if different from above	
	Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ <input type="checkbox"/> Other (see instructions) ▶ _____	Exemptions (see instructions): Exempt payee code (if any) 503C Exemption from FATCA reporting code (if any) _____
	Address (number, street, and apt. or suite no.) 1225 W. Jefferson Street	Requester's name and address (optional)
	City, state, and ZIP code Louisville, KY 40202	
List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number								
				-				

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Employer identification number									
2	7	-	5	3	4	7	8	9	3

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below), and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶	Date ▶ 3/31/14
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.
Future developments. The IRS has created a page on www.irs.gov/w9 for information about Form W-9, at www.irs.gov/w9. Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and
 4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

Print or type
 See Specific Instructions on page 2.

Name (as shown on your income tax return) Molo Village CDC	
Business name/disregarded entity name, if different from above	
Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ <input type="checkbox"/> Other (see instructions) ▶ _____	
Exemptions (see instructions): Exempt payee code (if any) 503C Exemption from FATCA reporting code (if any) _____	
Address (number, street, and apt. or suite no.) 1225 W. Jefferson Street	Requester's name and address (optional)
City, state, and ZIP code Louisville, KY 40202	
List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number								

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Employer identification number								
2	7	-	5	3	4	7	8	9

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
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3. I am a U.S. citizen or other U.S. person (defined below), and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

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withholding tax on foreign partners' share of effectively connected income, and
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- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

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Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

NARP
0783899
Alison Lundergan Grimes
KY Secretary of State
Received and Filed
7/1/2013 3:03:55 PM
Fee receipt: \$15.00

Alison Lundergan Grimes
Secretary of State
P. O. Box 1150
Frankfort, KY 40602-1150
(502) 564-3490
<http://www.sos.ky.gov>

Annual Report
Online Filing

ARP

Company: Molo Village CDC Co
Company ID: 0783899
State of origin: Kentucky
Formation date: 2/7/2011 12:51:50 PM
Date filed: 7/1/2013 3:03:55 PM
Fee: \$15.00

Principal Office

St. Peter's UCC
1225 W. Jefferson Street
Louisville, KY 40203

Registered Agent Name/Address

Mark Woodard
St. Peter's UCC
1225 W. Jefferson Street
Louisville, KY 40203

Current Officers

CEO	Teresa K Walton	1225 W. Jefferson Street, Louisville, KY 40203
President	Jamesetta F Ferguson	1225 W. Jefferson Street, Louisville, KY 40203

Directors

Director	Jamesetta F Ferguson	1225 W. Jefferson Street, Louisville, KY 40203
Director	Teresa K Walton	1225 W. Jefferson Street, Louisville, KY 40203
Director	Donanne R. Fitzgerald	1225 W. Jefferson Street, Louisville, KY 40203

Signatures

Signature	Jamesetta Ferguson
Title	President

Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

NARP
0783899
Alison Lundergan Grimes
KY Secretary of State
Received and Filed
7/1/2013 3:03:55 PM
Fee receipt: \$15.00

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Secretary of State
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Director	Donanne R. Fitzgerald	1225 W. Jefferson Street, Louisville, KY 40203

Signatures

Signature	Jamesetta Ferguson
Title	President



[Home](#) | [Support](#) | [Links](#) | [Log Out](#)

Form 990-N (e-Postcard) Submitted

MOLO VILLAGE CDC CO
27-5347893
2013 IRS Form 990-N (e-Postcard)
2/1/2013 - 1/31/2014

Congratulations, your Form 990-N (e-Postcard) has been submitted to the IRS.

Once the IRS receives and processes your e-Postcard (usually within 30 minutes), you will receive an email indicating whether your e-Postcard was accepted or rejected. If accepted, you are done for the year. If rejected, the e-filing receipt email will contain instructions on how to correct the problem.

[Log out](#)

[Go To Filing Status Page](#)

Questions or problems regarding this web site should be directed to [Tech Support](#)

Concerned about your privacy? Please view our [privacy](#) policy.

This website is best viewed with Microsoft Internet Explorer 6.0+ or Mozilla Firefox with a screen resolution of 1024 X 768.

Last modified: December 30, 2013.

Molo Village CDC Co

General Information

Organization Number	0783899
Name	Molo Village CDC Co
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	2/7/2011 12:51:50 PM
Organization Date	2/7/2011 12:51:50 PM
Last Annual Report	4/9/2014
Principal Office	St. Peter's UCC 1225 W. Jefferson Street Louisville, KY 40203
Registered Agent	Mark Woodard St. Peter's UCC 1225 W. Jefferson Street Louisville, KY 40203

Current Officers

CEO	Teresa K Walton O'Bannon
President	Jamesetta F Ferguson
Director	Jamesetta F Ferguson
Director	Teresa K Walton O'Bannon
Director	Donanne R. Fitzgerald

Individuals / Entities listed at time of formation

Director	Sonja Williams
Director	Teresa Walton
Director	Jamesetta F Ferguson
Incorporator	Jamesetta F Ferguson

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

Annual Report	4/9/2014	1 page	PDF	
Annual Report	7/1/2013	1 page	PDF	
Annual Report	8/31/2012	1 page	PDF	
Articles of Correction	3/4/2011	4 pages	tiff	PDF
Articles of Incorporation	2/7/2011 12:51:50 PM	1 page	PDF	

Assumed Names

Commonwealth of Kentucky
Elaine N. Walker, Secretary of State

NAOI
0783899.09
Elaine N. Walker
Secretary of State
Received and Filed
2/7/2011 12:51:50 PM
Fee receipt: \$8.00

Elaine N. Walker
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Articles of Incorporation
Non-profit Corporation

NAI

For the purposes of forming a non-profit corporation in Kentucky pursuant to KRS Chapter 273, the undersigned incorporator hereby submits the following Articles of Incorporation to the Office of the Secretary of State for filing:

Article I: The name of the company is

Molo Village CDC Co

Article II: The street address of the company's initial registered office in Kentucky is

St. Peter's UCC, 1225 W. Jefferson Street, Louisville, KY 40203

and the name of the initial registered agent at that address is **Mark Woodard**

Article III: The mailing address of the company's initial principal office is

St. Peter's UCC, 1225 W. Jefferson Street, Louisville, KY 40203

Article IV: The name and mailing address of each incorporator is

Jamesetta F Ferguson St. Peter's UCC, Louisville, Kentucky 40203

Article V: The number of directors constituting the initial board of directors is 3. The name and mailing address of each director is

Sonja Williams St. Peter's UCC, Louisville, Kentucky 40203

Teresa Walton St. Peter's UCC, Louisville, Kentucky 40203

Jamesetta F Ferguson St. Peter's UCC, Louisville, Kentucky 40203

Article VI: The purpose of the company is: **Mission and social services at St. Peter's United Church of Christ.**

Executed by the Incorporator on Monday, February 07, 2011

Name of Incorporator: **Jamesetta F Ferguson**

Signature of individual signing on behalf of Incorporator:
Jamesetta F Ferguson

I, **Mark Woodard**, consent to serve as the Registered Agent on behalf of the corporation.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Mark Woodard

0783899.09

dcornish

AOC

Elaine N. Walker, Secretary of State

Received and Filed:

3/4/2011 1:15 PM

Fee Receipt: \$8.00

**ARTICLES OF CORRECTION
TO THE ARTICLES OF INCORPORATION
OF
MOLO VILLAGE CDC CO.**

Pursuant to the provisions of KRS 273.2523, Molo Village CDC Co. (the "Corporation") hereby submits the following Articles of Correction:

1. These Articles of Correction provide a more detailed and complete description of the charitable purposes and operation of the Corporation than the original Articles of Incorporation filed with the Kentucky Secretary of State on February 7, 2011:

a. The introduction paragraph of the Articles of Incorporation merely provided a general purpose for, "forming a non-profit corporation in Kentucky pursuant to KRS Chapter 273."

b. The Articles of Incorporation omitted all provisions pertaining to the operation of the Corporation as a non-profit corporation.

2. Attached hereto as Annex A and made a part hereof is a corrected version of the Articles of Incorporation of the Corporation, which corrects the errors referred to in sub-parts "a" and "b" of these Articles of Correction.

3. The Articles of Incorporation attached hereto as Annex A replace, in their entirety, the Articles of Incorporation filed with the Kentucky Secretary of State on February 7, 2011.

These articles have been duly executed this 2nd day of March, 2011, by the following party:

MOLO VILLAGE CDC CO.

By 
Jamesetta F. Ferguson, Director

ANNEX A

ARTICLES OF INCORPORATION

OF

MOLO VILLAGE CDC CO.

1. Name. The name of the Corporation shall be "Molo Village CDC Co."
2. Purposes. The Corporation is organized under Chapter 273 of the Kentucky Revised Statutes. The Corporation is organized 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. The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the Corporation's purpose stated in this Article 2.
3. Corporate Affairs. The following provisions shall regulate the affairs of the Corporation:
 - (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members or shareholders, if any, or to any other private person, including without limitation any member of the Board of Directors or any officer of the Corporation, 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 these Articles.
 - (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 - (c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by any organization 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.
 - (d) Upon the dissolution of the Corporation, its affairs shall be wound up and its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not otherwise disposed of shall

be disposed of by the Circuit Court of Jefferson County, Kentucky, exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

(e) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(g) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(h) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(i) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. Registered Office and Agent. The street address of the Corporation's registered office is St. Peter's UCC, 1225 W. Jefferson Street, Louisville, Kentucky 40203. The name of the registered agent at that address is Mark Woodard.

5. Principal Office. The mailing address of the Corporation's principal office is St. Peter's UCC, 1225 W. Jefferson Street, Louisville, Kentucky 40203.

6. Limitation of Director Liability.

(a) Except as otherwise provided by Article 6(b) below, no director of the Corporation shall have any personal liability to the Corporation or its members, if any, for monetary damages for breach of his duties as a director.

(b) Nothing in Article 6(a) above shall be deemed or construed to eliminate or limit the liability of a director for:

(i) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;

(ii) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;

(iii) Any transaction from which the director derived an improper personal benefit.

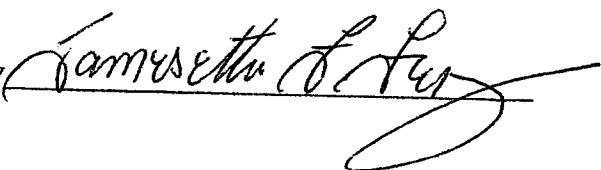
7. Indemnification of Executive Officers and Directors. Each person who is or becomes an executive officer or director of the Corporation shall be indemnified by the Corporation and advanced expenses incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he 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 indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors or officers may be entitled under any agreement or otherwise.

8. Initial Directors. The number of directors constituting the Corporation's initial board of directors shall be three (3). The name and mailing address of each of the individuals who are to serve as the Corporation's initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sonja Williams	St. Peter's UCC 1225 W. Jefferson Street Louisville, Kentucky 40203
Teresa Walton	St. Peter's UCC 1225 W. Jefferson Street Louisville, Kentucky 40203
Jamesetta F. Ferguson	St. Peter's UCC 1225 W. Jefferson Street Louisville, Kentucky 40203

9. Incorporator. The name and mailing address of the incorporator are: Jamesetta F. Ferguson, St. Peter's UCC, 1225 W. Jefferson Street, Louisville, Kentucky 40203.

Jamesetta F. Ferguson, as incorporator

By 

BYLAWS
OF
MOLO VILLAGE CDC CO.

1. Board of Directors

1.1 Number, Election and Term.

(a) The number of directors constituting the Corporation's Board of Directors shall not be less than 3 or more than 10, the exact number to be fixed from time to time by resolution of the Board of Directors. The number of Directors constituting the initial Board shall be 3.

(b) Directors shall be elected at the annual meeting or special meeting of the Corporation's Board of Directors by a majority vote of those directors present at the meeting. The term of office of a director shall be set by the Corporation's Board and such director shall serve until his or her successor is elected and has accepted his or her election. A director whose term is expiring shall be entitled to vote in the election of his or her successor. A director shall accept his or her election by either (1) indicating his or her acceptance in writing, or (2) being present and acting as a director at a regular or duly called special meeting of the Board of Directors.

1.2 Vacancies. The office of a director shall become vacant if the director (a) dies, (b) resigns by a writing signed by the director and delivered to the Corporation, or (c) is removed by a majority vote of the Corporation's Board of Directors. Any vacancy occurring in an office of a director may be filled for the unexpired term by the affirmative vote of a majority of the remaining directors even if then less than a quorum of the entire Board of Directors.

1.3 Meetings. Meetings of the Board of Directors may be held at any time within or without the Commonwealth of Kentucky. The annual meeting of the Board of Directors shall be

held at a date, time and place designated by the Board of Directors. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed by the Board of Directors, and may be held without further notice. Special meetings of the Board of Directors may be called by the President of the Corporation or by not less than one-third of the directors. Notice of the time and place of any special meeting shall be served upon by telephone, U.S. Mail, telegraph, electronic mail or facsimile to each director at least forty-eight hours before the time of the meeting. Notice of any Special meeting delivered via the U.S. mails will be sent to the director at their address appearing on the Corporation's records. Notice of any meeting of directors may be waived either before or after the meeting by any director. Attendance of any director at any such meeting without protesting the lack of proper notice shall be deemed to be a waiver of that notice.

1.4 Quorum. A majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2. Officers

2.1 Offices. The Corporation may appoint a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be appointed by the Board of Directors. The Corporation may also have such additional officers and assistant officers as the Board of Directors may deem necessary, all of whom shall be appointed by the Board of Directors or chosen by an officer or officers designated by the Board of Directors. The term of office of an officer shall be set by the Board of Directors, and such officer shall serve until his or her successor is appointed and has accepted his or her appointment, but any officer or agent may be removed by the Board of Directors whenever the Board of Directors determines that the best

interests of the Corporation will be served thereby.

2.2 President. The President shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Directors, the President shall have general charge and authority over the business of the Corporation. The President shall have such other duties as the Board of Directors may from time to time assign.

2.3 Vice President(s). The Vice President (or, if there be more than one Vice President, the Vice Presidents in the order of their seniority of election) shall perform the duties of the President in the President's absence. The Vice President(s) shall have such other powers and duties as the Board of Directors or the President may from time to time assign.

2.4 Secretary. The Secretary shall (a) issue notices of all meetings for which notice is required to be given, (b) keep the minutes of all meetings, (c) have general charge of the corporate record books, and (d) have such other powers and duties as the Board of Directors or the President may from time to time assign.

2.5 Treasurer. The Treasurer shall (a) be the fiscal and disbursing agent of the Corporation, (b) have the custody of all monies and securities of the Corporation, (c) keep adequate and correct accounts of its financial affairs, (d) deposit the funds of the Corporation in the name of the Corporation in such depositories as the Board of Directors may designate from time to time, and (e) have such other powers and duties as the Board of Directors or the President may from time to time assign.

2.6 Authority to Sign. Except as otherwise specifically provided by the Board of Directors, checks, notes, drafts and contracts of the Corporation, and any other instruments authorized by the Board of Directors, shall be executed and delivered on behalf of the

Corporation by the President or the Vice President and by the Secretary or an Assistant Secretary.

3. Committees of the Board of Directors

3.1 **Board Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from its members an Executive Committee or other committee or committees, each consisting of two or more members, which committee or committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board of Directors except as prohibited by law.

3.2 **Advisory Committees.** In addition to any committees established pursuant to Section 3.1 above, the Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate and appoint one or more advisory committees, each consisting of three or more members (who need not be directors of the Corporation), to advise and consult with the Board of Directors as to matters set forth in such resolution.

3.3 **Procedure.** Unless the Board of Directors provides otherwise, a majority of the members of any committee, including the Executive Committee, shall constitute a quorum at any meeting of that committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Action may be taken without a meeting by any committee, including the Executive Committee, by a written consent signed by all of the committee members. Each committee, including the Executive Committee, may prescribe its own rules for calling and holding meetings and its method for procedure, and shall keep a written record of all actions taken by the committee.

**4. Indemnification of Directors,
Officers, and Employees**

4.1 Generally. The Corporation shall indemnify each person who may be indemnified (individually an "Indemnitee" and collectively the "Indemnitees") pursuant to KRS 273.171(14) (the "Indemnity Statute"), as amended from time to time (or any successor provision thereto), to the fullest extent permitted by the Indemnity Statute. In each and every situation in which the Corporation may do so under the Indemnity Statute, the Corporation hereby obligates itself to indemnify the Indemnitees to the fullest extent permitted by the Indemnity Statute, and in each case, if any, in which the Corporation must make certain investigations on a case-by-case basis before providing indemnification, the Corporation hereby obligates itself to pursue such investigations diligently, it being the specific intention of these bylaws to obligate the Corporation to indemnify each Indemnitee to the fullest extent permitted by Kentucky law from time to time. Except as otherwise made mandatory by Kentucky law, no Indemnitee shall be liable to the Corporation in connection with any actions or inactions entitling the Indemnitee to indemnification under the Indemnity Statute unless it is established that the Indemnitee's actions or inactions constituted willful misconduct or wanton or reckless disregard for human rights, safety, or property in the performance of the Indemnitee's duties to the Corporation.

4.2 Indemnification Agreements. Without limiting the generality of the indemnification obligation undertaken by the Corporation in Section 4.1 above, the Corporation shall at all times indemnify and hold each of its directors and officers harmless to the fullest extent provided by any written indemnification agreement between the Corporation and the director or officer.

4.3 Other Rights. The indemnification provisions contained in this Section 4 shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any statute, article, bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the person's heirs, personal representatives, and legatees.

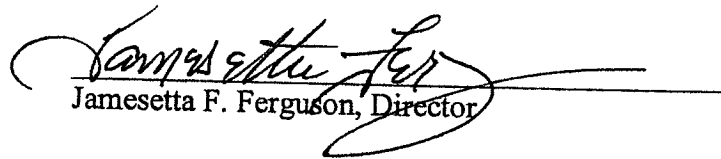
4.4 Acquisition of Indemnity Insurance. By action of the Board of Directors, notwithstanding any interest of any director in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power or would be required to indemnify against the liability under the provisions of this Section 4.

5. Amendments

These bylaws may be amended, altered, repealed, replaced, or restated only upon the affirmative vote of a majority of the members of the Corporation's Board of Directors.

BYLAWS
OF
MOLO VILLAGE CDC CO.

I certify that the following Bylaws, consisting of 6 pages, each of which I have initialed for identification, are the Bylaws adopted by Molo Village CDC Co., by a unanimous written consent of directors dated as of March 4, 2011.


Jamesetta F. Ferguson, Director

MOLO VILLAGE CDC CO.
CONFLICT OF INTEREST POLICY

ARTICLE I

Purpose

The purpose of this conflict of interest policy is to protect Molo Village CDC Co.'s ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy.**
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

ARTICLE VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Molo Village Annual Budget Worksheet

1/1/2014

	Budget	Actual	Variance	Status/Comments
<u>INCOME</u>				
Grants, Contributions and Vendor Fees	120,000	3,000	117,000	Healthy Hometown Award
Vendor Fees Molo Festival	2,000		2,000	
Grants, Contributions Molo Festival	5,000		5,000	
Sponsorships Molo Festival	7,500		7,500	
In-Kind Donations (Molo Festival Volunteers)	7,200		7,200	16 vol @ 8.74hr
In-Kind Donations (Molo Festival)	4,000		4,000	
In-Kind Donations (Healthy Hometown)	2,400	2,400	-	St. Peter's UCC
<u>TOTAL INCOME</u>	<u>148,100</u>	<u>5,400</u>	<u>142,700</u>	
<u>EXPENSES</u>				
<u>Salaries and Consultant Fees</u>				
FT Executive Director	50,000		50,000	
PT Administrative Support (TBN)	14,000		14,000	
Volunteer Contributions (Villages)	15,200		15,200	Volunteer Hours
Volunteer Contribution (Molo Festival)	7,200		7,200	16 vol @ 8.74hr
Molo Marketing and P/R	300		300	
Exercise Instructor (The Healthy Village)	3,000	3,000	-	60 sessions @ 50 per session
			-	
<u>Program Supplies</u>				
Program Development Materials	4,000		4,000	
Life Skills Material (CTS)	2,000		2,000	
Office Supplies	1,000		1,000	
Small Equipment	500		500	
Client Assistance	12,527		12,527	
			-	
Utilites	2,400		2,400	
Space	6,400	2,400	4,000	
			-	
<u>Community Outreach Activites</u>				
Molo Festival Amusement Rides	3,173	-	3,173	Molo Village Festival
Molo Festival Supplies	1,400		1,400	
Educational Outreach	5,000		5,000	Educational Events-"Future Village"
Youth Events	20,000		20,000	"Future Village"
<u>TOTAL EXPENSES</u>	<u>148,100</u>	<u>5,400</u>	<u>142,700</u>	
<u>NET (Income-Expenses)</u>	<u>-</u>	<u>-</u>	<u>-</u>	

1/1/2014

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<u>NET (Income-Expenses)</u>	<u>-</u>	<u>-</u>	<u>-</u>	

Commonwealth of Kentucky
Elaine N. Walker, Secretary of State

NAOI
0783899.09
Elaine N. Walker
Secretary of State
Received and Filed
2/7/2011 12:51:50 PM
Fee receipt: \$8.00

Elaine N. Walker
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Articles of Incorporation
Non-profit Corporation

NAI

For the purposes of forming a non-profit corporation in Kentucky pursuant to KRS Chapter 273, the undersigned incorporator hereby submits the following Articles of Incorporation to the Office of the Secretary of State for filing:

Article I: The name of the company is

Molo Village CDC Co

Article II: The street address of the company's initial registered office in Kentucky is

St. Peter's UCC, 1225 W. Jefferson Street, Louisville, KY 40203

and the name of the initial registered agent at that address is **Mark Woodard**

Article III: The mailing address of the company's initial principal office is

St. Peter's UCC, 1225 W. Jefferson Street, Louisville, KY 40203

Article IV: The name and mailing address of each incorporator is

Jamesetta F Ferguson St. Peter's UCC, Louisville, Kentucky 40203

Article V: The number of directors constituting the initial board of directors is 3. The name and mailing address of each director is

Sonja Williams St. Peter's UCC, Louisville, Kentucky 40203

Teresa Walton St. Peter's UCC, Louisville, Kentucky 40203

Jamesetta F Ferguson St. Peter's UCC, Louisville, Kentucky 40203

Article VI: The purpose of the company is: **Mission and social services at St. Peter's United Church of Christ.**

Executed by the Incorporator on Monday, February 07, 2011

Name of Incorporator: **Jamesetta F Ferguson**

Signature of individual signing on behalf of Incorporator:
Jamesetta F Ferguson

I, **Mark Woodard**, consent to serve as the Registered Agent on behalf of the corporation.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Mark Woodard

0783899.09

dcornish
AOC

Elaine N. Walker, Secretary of State
Received and Filed:
3/4/2011 1:15 PM
Fee Receipt: \$8.00

**ARTICLES OF CORRECTION
TO THE ARTICLES OF INCORPORATION
OF
MOLO VILLAGE CDC CO.**

Pursuant to the provisions of KRS 273.2523, Molo Village CDC Co. (the "Corporation") hereby submits the following Articles of Correction:

1. These Articles of Correction provide a more detailed and complete description of the charitable purposes and operation of the Corporation than the original Articles of Incorporation filed with the Kentucky Secretary of State on February 7, 2011:

a. The introduction paragraph of the Articles of Incorporation merely provided a general purpose for, "forming a non-profit corporation in Kentucky pursuant to KRS Chapter 273."

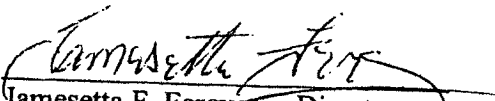
b. The Articles of Incorporation omitted all provisions pertaining to the operation of the Corporation as a non-profit corporation.

2. Attached hereto as Annex A and made a part hereof is a corrected version of the Articles of Incorporation of the Corporation, which corrects the errors referred to in sub-parts "a" and "b" of these Articles of Correction.

3. The Articles of Incorporation attached hereto as Annex A replace, in their entirety, the Articles of Incorporation filed with the Kentucky Secretary of State on February 7, 2011.

These articles have been duly executed this 2nd day of March, 2011, by the following party:

MOLO VILLAGE CDC CO.

By 
Jamesetta F. Ferguson, Director

ANNEX A

ARTICLES OF INCORPORATION

OF

MOLO VILLAGE CDC CO.

1. Name. The name of the Corporation shall be "Molo Village CDC Co."
2. Purposes. The Corporation is organized under Chapter 273 of the Kentucky Revised Statutes. The Corporation is organized 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. The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the Corporation's purpose stated in this Article 2.
3. Corporate Affairs. The following provisions shall regulate the affairs of the Corporation:
 - (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members or shareholders, if any, or to any other private person, including without limitation any member of the Board of Directors or any officer of the Corporation, 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 these Articles.
 - (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 - (c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by any organization 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.
 - (d) Upon the dissolution of the Corporation, its affairs shall be wound up and its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not otherwise disposed of shall

be disposed of by the Circuit Court of Jefferson County, Kentucky, exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

(e) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(g) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(h) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(i) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. Registered Office and Agent. The street address of the Corporation's registered office is St. Peter's UCC, 1225 W. Jefferson Street, Louisville, Kentucky 40203. The name of the registered agent at that address is Mark Woodard.

5. Principal Office. The mailing address of the Corporation's principal office is St. Peter's UCC, 1225 W. Jefferson Street, Louisville, Kentucky 40203.

6. Limitation of Director Liability.

(a) Except as otherwise provided by Article 6(b) below, no director of the Corporation shall have any personal liability to the Corporation or its members, if any, for monetary damages for breach of his duties as a director.

(b) Nothing in Article 6(a) above shall be deemed or construed to eliminate or limit the liability of a director for:

(i) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;

(ii) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;

(iii) Any transaction from which the director derived an improper personal benefit.

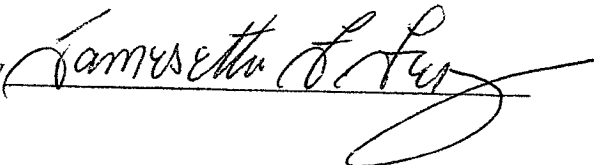
7. Indemnification of Executive Officers and Directors. Each person who is or becomes an executive officer or director of the Corporation shall be indemnified by the Corporation and advanced expenses incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he 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 indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors or officers may be entitled under any agreement or otherwise.

8. Initial Directors. The number of directors constituting the Corporation's initial board of directors shall be three (3). The name and mailing address of each of the individuals who are to serve as the Corporation's initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sonja Williams	St. Peter's UCC 1225 W. Jefferson Street Louisville, Kentucky 40203
Teresa Walton	St. Peter's UCC 1225 W. Jefferson Street Louisville, Kentucky 40203
Jamesetta F. Ferguson	St. Peter's UCC 1225 W. Jefferson Street Louisville, Kentucky 40203

9. Incorporator. The name and mailing address of the incorporator are: Jamesetta F. Ferguson, St. Peter's UCC, 1225 W. Jefferson Street, Louisville, Kentucky 40203.

Jamesetta F. Ferguson, as incorporator

By 

BYLAWS
OF
MOLO VILLAGE CDC CO.

1. Board of Directors

1.1 Number, Election and Term.

(a) The number of directors constituting the Corporation's Board of Directors shall not be less than 3 or more than 10, the exact number to be fixed from time to time by resolution of the Board of Directors. The number of Directors constituting the initial Board shall be 3.

(b) Directors shall be elected at the annual meeting or special meeting of the Corporation's Board of Directors by a majority vote of those directors present at the meeting. The term of office of a director shall be set by the Corporation's Board and such director shall serve until his or her successor is elected and has accepted his or her election. A director whose term is expiring shall be entitled to vote in the election of his or her successor. A director shall accept his or her election by either (1) indicating his or her acceptance in writing, or (2) being present and acting as a director at a regular or duly called special meeting of the Board of Directors.

1.2 Vacancies. The office of a director shall become vacant if the director (a) dies, (b) resigns by a writing signed by the director and delivered to the Corporation, or (c) is removed by a majority vote of the Corporation's Board of Directors. Any vacancy occurring in an office of a director may be filled for the unexpired term by the affirmative vote of a majority of the remaining directors even if then less than a quorum of the entire Board of Directors.

1.3 Meetings. Meetings of the Board of Directors may be held at any time within or without the Commonwealth of Kentucky. The annual meeting of the Board of Directors shall be

held at a date, time and place designated by the Board of Directors. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed by the Board of Directors, and may be held without further notice. Special meetings of the Board of Directors may be called by the President of the Corporation or by not less than one-third of the directors. Notice of the time and place of any special meeting shall be served upon by telephone, U.S. Mail, telegraph, electronic mail or facsimile to each director at least forty-eight hours before the time of the meeting. Notice of any Special meeting delivered via the U.S. mails will be sent to the director at their address appearing on the Corporation's records. Notice of any meeting of directors may be waived either before or after the meeting by any director. Attendance of any director at any such meeting without protesting the lack of proper notice shall be deemed to be a waiver of that notice.

1.4 Quorum. A majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2. Officers

2.1 Offices. The Corporation may appoint a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be appointed by the Board of Directors. The Corporation may also have such additional officers and assistant officers as the Board of Directors may deem necessary, all of whom shall be appointed by the Board of Directors or chosen by an officer or officers designated by the Board of Directors. The term of office of an officer shall be set by the Board of Directors, and such officer shall serve until his or her successor is appointed and has accepted his or her appointment, but any officer or agent may be removed by the Board of Directors whenever the Board of Directors determines that the best

interests of the Corporation will be served thereby.

2.2 President. The President shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Directors, the President shall have general charge and authority over the business of the Corporation. The President shall have such other duties as the Board of Directors may from time to time assign.

2.3 Vice President(s). The Vice President (or, if there be more than one Vice President, the Vice Presidents in the order of their seniority of election) shall perform the duties of the President in the President's absence. The Vice President(s) shall have such other powers and duties as the Board of Directors or the President may from time to time assign.

2.4 Secretary. The Secretary shall (a) issue notices of all meetings for which notice is required to be given, (b) keep the minutes of all meetings, (c) have general charge of the corporate record books, and (d) have such other powers and duties as the Board of Directors or the President may from time to time assign.

2.5 Treasurer. The Treasurer shall (a) be the fiscal and disbursing agent of the Corporation, (b) have the custody of all monies and securities of the Corporation, (c) keep adequate and correct accounts of its financial affairs, (d) deposit the funds of the Corporation in the name of the Corporation in such depositories as the Board of Directors may designate from time to time, and (e) have such other powers and duties as the Board of Directors or the President may from time to time assign.

2.6 Authority to Sign. Except as otherwise specifically provided by the Board of Directors, checks, notes, drafts and contracts of the Corporation, and any other instruments authorized by the Board of Directors, shall be executed and delivered on behalf of the

Corporation by the President or the Vice President and by the Secretary or an Assistant Secretary.

3. Committees of the Board of Directors

3.1 **Board Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from its members an Executive Committee or other committee or committees, each consisting of two or more members, which committee or committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board of Directors except as prohibited by law.

3.2 **Advisory Committees.** In addition to any committees established pursuant to Section 3.1 above, the Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate and appoint one or more advisory committees, each consisting of three or more members (who need not be directors of the Corporation), to advise and consult with the Board of Directors as to matters set forth in such resolution.

3.3 **Procedure.** Unless the Board of Directors provides otherwise, a majority of the members of any committee, including the Executive Committee, shall constitute a quorum at any meeting of that committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Action may be taken without a meeting by any committee, including the Executive Committee, by a written consent signed by all of the committee members. Each committee, including the Executive Committee, may prescribe its own rules for calling and holding meetings and its method for procedure, and shall keep a written record of all actions taken by the committee.

**4. Indemnification of Directors,
Officers, and Employees**

4.1 Generally. The Corporation shall indemnify each person who may be indemnified (individually an "Indemnitee" and collectively the "Indemnitees") pursuant to KRS 273.171(14) (the "Indemnity Statute"), as amended from time to time (or any successor provision thereto), to the fullest extent permitted by the Indemnity Statute. In each and every situation in which the Corporation may do so under the Indemnity Statute, the Corporation hereby obligates itself to indemnify the Indemnitees to the fullest extent permitted by the Indemnity Statute, and in each case, if any, in which the Corporation must make certain investigations on a case-by-case basis before providing indemnification, the Corporation hereby obligates itself to pursue such investigations diligently, it being the specific intention of these bylaws to obligate the Corporation to indemnify each Indemnitee to the fullest extent permitted by Kentucky law from time to time. Except as otherwise made mandatory by Kentucky law, no Indemnitee shall be liable to the Corporation in connection with any actions or inactions entitling the Indemnitee to indemnification under the Indemnity Statute unless it is established that the Indemnitee's actions or inactions constituted willful misconduct or wanton or reckless disregard for human rights, safety, or property in the performance of the Indemnitee's duties to the Corporation.

4.2 Indemnification Agreements. Without limiting the generality of the indemnification obligation undertaken by the Corporation in Section 4.1 above, the Corporation shall at all times indemnify and hold each of its directors and officers harmless to the fullest extent provided by any written indemnification agreement between the Corporation and the director or officer.

4.3 Other Rights. The indemnification provisions contained in this Section 4 shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any statute, article, bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the person's heirs, personal representatives, and legatees.

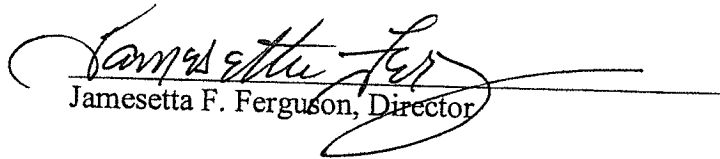
4.4 Acquisition of Indemnity Insurance. By action of the Board of Directors, notwithstanding any interest of any director in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power or would be required to indemnify against the liability under the provisions of this Section 4.

5. Amendments

These bylaws may be amended, altered, repealed, replaced, or restated only upon the affirmative vote of a majority of the members of the Corporation's Board of Directors.

BYLAWS
OF
MOLO VILLAGE CDC CO.

I certify that the following Bylaws, consisting of 6 pages, each of which I have initialed for identification, are the Bylaws adopted by Molo Village CDC Co., by a unanimous written consent of directors dated as of March 4, 2011.


Jamesetta F. Ferguson, Director

MOLO VILLAGE CDC CO.
CONFLICT OF INTEREST POLICY

ARTICLE I

Purpose

The purpose of this conflict of interest policy is to protect Molo Village CDC Co.'s ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy.**
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

ARTICLE VII

Periodic Reviews

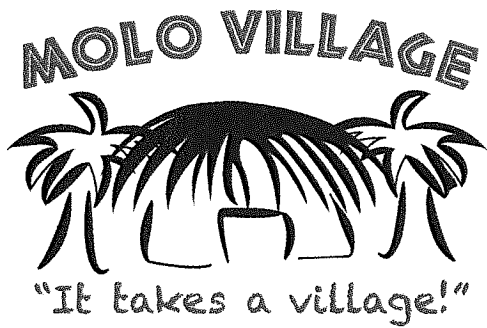
To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



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Rev. Dr. Jamesetta Ferguson, President
C: (502) 417-8438
Rev. Teresa Walton O'Bannon, Executive Director
C: (502) 593-0827

January 1, 2014

Approved Board Members

Mrs. Wadie Bevins, Community Liaison
Rev. Dr. James Dewey, Member, Grace Immanuel UCC
Mrs. Marda Dewey, Member, Grace Immanuel UCC
Rev. Dr. Jamesetta Ferguson, President, Molo Village
Rev. Jim Harper, Pastor, St. Stephens UCC
Rev. David Snardon, Pastor, Joshua Tabernacle MB Church
Rev. Teresa Walton, Exec. Director-Treasurer, Molo Village
Ms. Donanne Fitzgerald, Secretary, Molo Village
Mrs. Felicia Young, Community Liaison