

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

**Applicant/Program:** Highland Commerce Guild, Inc - Bardstown Road Aglow  
**Applicant Requested Amount:** 1,500  
**Appropriation Request Amount:** 1,500

**Executive Summary of Request**  
\$1,500 towards operating funds for the 32nd Annual Bardstown Rd Aglow Festival.

Is this program/project a fundraiser?  Yes  No  
Is this applicant a faith based organization?  Yes  No  
Does this application include funding for sub-grantee(s)?  Yes  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.

8 District #      [Signature] Primary Sponsor Signature      1500 Amount      9.21.17 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.

**Approved by:**  
\_\_\_\_\_  
Appropriations Committee Chairman      Date  
Final Appropriations Amount: \_\_\_\_\_

**LOUISVILLE METRO COUNCIL  
NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

**Legal Name of Applicant Organization** Highland Commerce Guild, Inc

**Program Name and Request Amount** Bardstown Road Aglow - \$1,500

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is the funding proposed by Council Member(s) less than or equal to the request amount?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is the proposed public purpose of the program viable and well-documented?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Will all of the funding go to programs specific to Louisville/Jefferson County?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Has prior Metro Funds committed/granted been disclosed?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Is the application properly signed and dated by authorized signatory?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If Metro funding is for a separate taxing district is the funding appropriated for a program outside the legal responsibility of that taxing district?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Is the entity in good standing with: <ul style="list-style-type: none"> <li>▶ Kentucky Secretary of State?</li> <li>▶ Louisville Metro Revenue Commission?</li> <li>▶ Louisville Metro Government?</li> <li>▶ Internal Revenue Service?</li> <li>▶ Louisville Metro Human Relations Commission?</li> </ul>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is the current Fiscal Year Budget included?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is the entity's board member list (with term length/term limits) included?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is recommended funding less than 33% of total agency operating budget?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does the application budget reflect only the revenue and expenses of the project/program?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Is the most recent annual audit (if required by organization) included?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Is a copy of Signed Lease (if rent costs are requested) included?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Are the Articles of Incorporation of the Agency included?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is the IRS Form W-9 included?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Is the IRS Form 990 included?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Are the evaluation forms (if program participants are given evaluation forms) included?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	<input type="checkbox"/> N/A <input checked="" type="checkbox"/> No
Prepared by: Jasmine Masterson	Date: 9/21/17

**HIGHLAND COMMERCE GUILD, INC.****General Information**

<b>Organization Number</b>	0084328
<b>Name</b>	HIGHLAND COMMERCE GUILD, INC.
<b>Profit or Non-Profit</b>	N - Non-profit
<b>Company Type</b>	KCO - Kentucky Corporation
<b>Status</b>	A - Active
<b>Standing</b>	G - Good
<b>State</b>	KY
<b>File Date</b>	10/26/1977
<b>Organization Date</b>	10/26/1977
<b>Last Annual Report</b>	4/20/2017
<b>Principal Office</b>	P O BOX 4516 LOUISVILLE, KY 40204
<b>Registered Agent</b>	KENNETH J. BADER, ATTY 544 BAXTER AVE. STE 200 LOUISVILLE, KY 40204

**Current Officers**

<b>President</b>	<u>Larry Rother</u>
<b>Vice President</b>	<u>Aaron Gihvan</u>
<b>Secretary</b>	<u>Terra Long</u>
<b>Treasurer</b>	<u>Mark Abrams</u>
<b>Director</b>	<u>Nick Morris</u>
<b>Director</b>	<u>Mary Beth Rother</u>
<b>Director</b>	<u>Joe Conroy</u>
<b>Director</b>	<u>Ed Fallon</u>
<b>Director</b>	<u>Karen Finlinson</u>

**Individuals / Entities listed at time of formation**

<b>Director</b>	<u>JACK KERSEY</u>
<b>Director</b>	<u>JOHN R MOSS</u>
<b>Director</b>	<u>RALPH BRIDGERS</u>
<b>Director</b>	<u>MRS JOHN H BUFFAT (IDA</u>
<b>Director</b>	<u>WILLIAM GOODELL</u>
<b>Incorporator</b>	<u>JACK KERSEY</u>
<b>Incorporator</b>	<u>JOHN R MOSS</u>
<b>Incorporator</b>	<u>RALPH BRIDGES</u>
<b>Incorporator</b>	<u>MRS JOHN H BUFFAT (IDA</u>
<b>Incorporator</b>	<u>WILLIAM GOODELL</u>

## 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.

<u>Annual Report</u>	4/20/2017	1 page	<u>PDF</u>	
<u>Annual Report</u>	1/18/2016	1 page	<u>PDF</u>	
<u>Annual Report</u>	1/30/2015	1 page	<u>PDF</u>	
<u>Annual Report</u>	2/13/2014	1 page	<u>PDF</u>	
<u>Annual Report</u>	1/18/2013	1 page	<u>PDF</u>	
<u>Annual Report</u>	2/23/2012	1 page	<u>PDF</u>	
<u>Annual Report</u>	7/1/2011	1 page	<u>PDF</u>	
<u>Annual Report</u>	7/30/2010	1 page	<u>PDF</u>	
<u>Annual Report</u>	6/26/2009	1 page	<u>PDF</u>	
<u>Annual Report</u>	1/28/2008	1 page	<u>PDF</u>	
<u>Annual Report</u>	6/21/2007	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	4/3/2006	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/23/2005	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/10/2003	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/28/2002	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/24/2001	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/16/2000	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	4/21/1999	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/26/1998	1 page	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	6/9/1998	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1997	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1996	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1995	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1994	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/24/1993	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/16/1992	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1991	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1990	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1989	1 page	<u>tiff</u>	<u>PDF</u>

## Assumed Names

### Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	4/20/2017 9:13:51 AM	4/20/2017 9:13:51 AM	
Annual report	1/18/2016 11:27:37 AM	1/18/2016 11:27:37 AM	
Annual report	1/30/2015 11:37:50 AM	1/30/2015 11:37:50 AM	
Annual report	2/13/2014 8:27:46 AM	2/13/2014 8:27:46 AM	
Annual report	1/18/2013 2:57:36 PM	1/18/2013 2:57:36 PM	
Annual report	2/23/2012 3:26:43 PM	2/23/2012 3:26:43 PM	

Annual report	7/1/2011 2:47:30 PM	7/1/2011 2:47:30 PM
Annual report	7/30/2010 9:19:13 AM	7/30/2010 9:19:13 AM
Annual report	6/26/2009 5:05:31 PM	6/26/2009 5:05:31 PM
Annual report	1/28/2008 3:22:06 PM	1/28/2008 3:22:06 PM
Annual report	6/21/2007 2:29:17 PM	6/21/2007
Annual report	4/3/2006 3:41:19 PM	4/3/2006
Annual report	6/9/1998	6/9/1998
Registered agent address change	6/9/1998	6/9/1998
Principal office change	5/7/1997	5/7/1997

## Microfilmed Images

Microfilm images are not available online. They can be ordered by faxing a Request For Corporate Documents to the Corporate Records Branch at 502-564-5687.

Annual Report	5/28/2004	1 page
Annual Report	6/10/2003	1 page
Annual Report	3/28/2002	1 page
Annual Report	7/24/2001	1 page
Annual Report	6/16/2000	1 page
Annual Report	4/21/1999	1 page
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Annual Report	7/1/1996	1 page
Annual Report	7/1/1995	1 page
Annual Report	7/1/1994	1 page
Annual Report	3/24/1993	1 page
Annual Report	3/16/1992	1 page
Annual Report	7/1/1991	1 page
Annual Report	7/1/1990	1 page
Annual Report	7/1/1989	1 page
Annual Report	5/4/1978	3 pages
Articles of Incorporation	10/26/1977	7 pages

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
<b>Legal Name of Applicant Organization:</b> Highland Commerce Guild, Inc. <small>(as listed on: <a href="http://www.sos.ky.gov/business/records">http://www.sos.ky.gov/business/records</a>)</small>			
<b>Main Office Street &amp; Mailing Address:</b> P O Box 4516, Louisville, Kentucky 40204			
<b>Website:</b> www.thehighlandsoflouisville.com 222.thehighlandcommerceguild.com			
<b>Applicant Contact:</b>	Mark Abrams	<b>Title:</b>	Treasurer
<b>Phone:</b>	502-594-7372	<b>Email:</b>	markaabrams@gmail.com
<b>Financial Contact:</b>	Mark Abrams	<b>Title:</b>	Treasurer
<b>Phone:</b>	502-594-7372	<b>Email:</b>	markaabrams@gmail.com
<b>Organization's Representative who attended NDF Training:</b> Mark Abrams			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
<b>Program Facility Location(s):</b>	District 8		
<b>Council District(s):</b>	8th	<b>Zip Code(s):</b>	40204, 40205
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
<b>PROGRAM/PROJECT NAME:</b> 2017 Bardstown Road Aglow			
<b>Total Request: (\$)</b>	1,500	<b>Total Metro Award (this program) in previous year: (\$)</b>	1,500
<b>Purpose of Request (check all that apply):</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget)</li> <li><input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals</li> <li><input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)</li> </ul>			
<b>The Following are Required Attachments:</b>			
<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> IRS Exempt Status Determination Letter</li> <li><input checked="" type="checkbox"/> Current year projected budget</li> <li><input checked="" type="checkbox"/> Current financial statement</li> <li><input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H</li> <li><input checked="" type="checkbox"/> Articles of Incorporation (current &amp; signed)</li> <li>Cost estimates from proposed vendor if request is for capital expense</li> </ul>	<ul style="list-style-type: none"> <li>Signed lease if rent costs are being requested</li> <li><input checked="" type="checkbox"/> IRS Form W9</li> <li>Evaluation forms if used in the proposed program</li> <li>Annual audit (if required by organization)</li> <li>Faith Based Organization Certification Form, if applicable</li> </ul>		
<b>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.</b>			
<b>Source:</b>	8th District NDF Graffiti Clean Up	<b>Amount: (\$)</b>	15,000
<b>Source:</b>	9th District NDF Graffiti Clean Up	<b>Amount: (\$)</b>	5,000
<b>Source:</b>	8th District NDF Bardstown Road	<b>Amount: (\$)</b>	6,000
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			

Applicant's Initials

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 3 – AGENCY DETAILS

**Describe Agency's Vision, Mission and Services:**

The Highland Commerce Guild is a business association for the Highlands of Louisville, District 8, in particular and Metro Louisville in general. Our Purpose is to enhance and improve the business and social climate between the business community, neighborhoods, law enforcement and Metro Government. We foster community cooperation in solving problems. We encourage property maintenance, eliminate graffiti and litter.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 4 - BOARD OF DIRECTORS AND PAID STAFF

Board Member	Term End Date
Larry Rother	no end
Aaron Gihvan	no end
Terra Long	no end
Mark Abrams	no end
Nick Morris	no end
Ed Fallon	no end
Karen Fillinson	no end
Joe Conroy	no end
Susan Rostov	no end
Heather Mullins (staff)	no end

**Describe the Board term limit policy:**

Board Members serve as long as they are willing to participate in the organization.

Three Highest Paid Staff Names	Annual Salary
Heather Mullins	\$4,800.



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 5 – 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 year is the 32nd Annual Bardstown Road Aglow Festival. It is held on the first Saturday of December, every year. This year it will be held December 2, 2017. This festival promotes business traffic and family fun in the Highland of Louisville, particularly along the Bardstown Road and Baxter Avenue corridors. The event is open to all who choose to attend or participate. We encourage family participation by supplying Santa, Business Docoration contest, Tree lighting, music and trolleys for all to enjoy.

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

The funds are used to promote the festival through advertising, posters, street banners, and musicians. The funding is also used to hire professionals to help in the coordination of the event.



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

n/a

**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:

- 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.

There will be invoices and expenses incurred after the application, but prior to the execution of the grant.

- Reimbursements should not be made before application date 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.



## 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 Bardstown Road Aglow Festival provides a strong sense of community throughout the Highland neighborhoods and the business community. It brings thousands of neighbors and shoppers through Metro Louisville onto the business corridors to enjoy the event. Businesses report significant increases in their business volume particularly during the event, and it also makes a great kick off of the entire holiday shopping season.

**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.**

There is a strong collaborative relationship between the various businesses along the corridors to make Bardstown Road Aglow the #1 shopping and festive event of the year, with hope of starting a successful holiday shopping season.



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 6 – 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
<b>A: Personnel Costs Including Benefits</b>			
<b>B: Rent/Utilities</b>			
<b>C: Office Supplies</b>			
<b>D: Telephone</b>			
<b>E: In-town Travel</b>			
<b>F: Client Assistance</b> (See Detailed List on Page 8)			
<b>G: Professional Service Contracts</b>	\$1,500	\$8,000	\$9,500
<b>H: Program Materials</b>		\$2,000	\$2,000
<b>I: Community Events &amp; Festivals</b> (See Detailed List on Page 8)			
<b>J: Machinery &amp; Equipment</b>			
<b>K: Capital Project</b>			
<b>L: Other Expenses</b> (See Detailed List on Page 8)			
<b>*TOTAL PROGRAM/PROJECT FUNDS</b>	\$1,500	\$10,000	\$11,500
% of Program Budget	13 %	87 %	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)	
Fees Collected from Program Participants	\$8,000
Other (please specify)	
<b>Total Revenue for Columns 2 Expenses **</b>	<b>\$8,000</b>

*\*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
<p align="center"><i>Total Value of In-Kind</i>  <b>(to match Program Budget Line Item.</b>                      Volunteer Contribution &amp; Other In Kind)</p>		

**\* 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:**

Applicant's Initials 

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 7 – 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 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 and the funds will not be disbursed to our organization.
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 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.

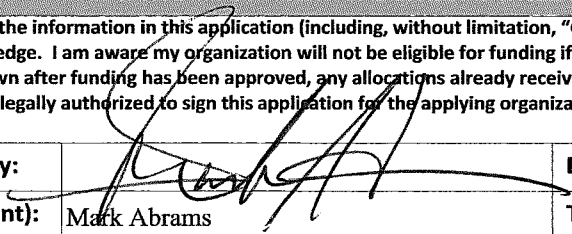
#### Standard Certifications

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.

### SECTION 8 – 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.

<b>Signature of Legal Signatory:</b>		<b>Date:</b>	7/14/2017
<b>Legal Signatory: (please print):</b>	Mark Abrams	<b>Title:</b>	Treasurer
<b>Phone:</b>	502-594-7372	<b>Extension:</b>	
<b>Email:</b>	markaabrams		



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

DEPARTMENT OF THE TREASURY

Date: JUL 12 1993

Employer Identification Number:

Contact Person:

ZENIA LUK

Contact Telephone Number:

(513) 684-3578

HIGHLAND COMMERCE GUILD INC  
1140 CHEROKEE ROAD  
LOUISVILLE, KY 40204

Internal Revenue Code

Section 501(c)(6)

Accounting Period Ending:

October 31

Form 990 Required:

Yes

Addendum Applies:

No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for

Letter 948 (00/CG)



HIGHLAND COMMERCE GUILD INC

the delay. However, the maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not completed, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

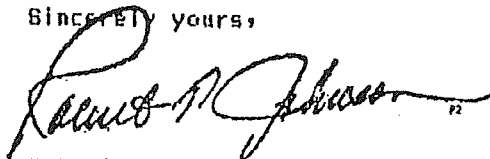
You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Robert T. Johnson  
District Director

## Highland Commerce Guild Profit & Loss July 2016 through June 2017

	Jul '16 - Jun '17
Ordinary Income/Expense	
Income	
Mural Account	-55.20
Void	0.00
Event Participation Fees	
Annual Dinner	1,235.00
Luncheon Series	
Councilman's Lunch	136.60
Luncheon Series - Other	670.00
Total Luncheon Series	806.60
Bardstown Road Aglow	
Members Ad/Participation Fee	16,027.96
Total Bardstown Road Aglow	16,027.96
Event Participation Fees - Other	8,722.66
Total Event Participation Fees	26,792.22
Grants	
Clean-Up Program	20,000.00
LMPD Bicycle Donation	89.00
Total Grants	20,089.00
Membership Dues	11,905.00
Total Income	58,731.02
Cost of Goods Sold	
Heather Pollard	800.00
Coordinator for HCG	3,200.00
Total COGS	4,000.00
Gross Profit	54,731.02
Expense	
2017 Councilman Lunch	646.60
2017 Taste of the Highlands	8,436.42
2016 Annual Dinner	981.15
National Night Out	245.97
Louisville Magazine Advertising	224.00
Visitor Guide Advertising	1,580.00
Street Banners	535.00
Reconciliation Discrepancies	120.92
Event Expenses	20.00
Community Clean-Up Events	0.01
Petty Cash	0.01

## Highland Commerce Guild Profit & Loss July 2016 through June 2017

	Jul '16	- Jun '17
Luncheon Series		
Event Advertising	20.00	
Councilman's Lunch		
Total Event Advertising	20.00	
<b>Total Luncheon Series</b>		<b>20.00</b>
St Patrick's Day Parade		
Event Decorations/Candy	433.49	
St Patrick's Day Parade - Other	150.00	
<b>Total St. Patrick's Day Parade</b>		<b>583.49</b>
Bardstown Road Aglow		
Map of the Highlands	2,000.00	
Aglow banner Installation	1,392.79	
Storage for Aglow	800.00	
Reception	500.00	
Event Charitable Donations	1,000.00	
Event Coordination	2,000.00	
Event Decorating Contest	400.00	
Event Decorations/Candy	754.46	
Event Trolley Service/Limo	1,349.50	
Event Entertainment	350.00	
Event Printing/Postage/Banner	65.05	
Event Advertising	4,925.81	
<b>Total Bardstown Road Aglow</b>		<b>15,537.61</b>
<b>Total Event Expenses</b>		<b>16,161.11</b>
General Expenses		
Office Expenses	292.27	
Monthly Meeting	347.06	
Secretary of State Filing Fee	15.00	
Accounting	475.00	
Bank Service Charges		
Online Fee	145.56	
<b>Total Bank Service Charges</b>		<b>145.56</b>
Liability Insurance	510.87	
PO box #4516	236.00	
<b>Total General Expenses</b>		<b>2,021.76</b>
<b>Membership Printing/Postage</b>		<b>1,279.49</b>

11:58 AM

07/14/17

Accrual Basis

Highland Commerce Guild  
**Profit & Loss**  
July 2016 through June 2017

	Jul '16 - Jun '17
HCG Clean-up Program	
Clean Up Program Supplies	1,086.54
Clean Up Program Labor	18,930.00
Total HCG Clean-up Program	20,016.54
Gifts	500.00
Total Expense	52,748.96
Net Ordinary Income	1,982.06
Net Income	<u>1,982.06</u>

## **2017 Highland Commerce Guild Board of Directors**

Larry Rother	President	2 year term	no limit
Aaron Givahn	Vice President	2 year term	no limit
Mary Beth Rother	Secretary	2 year term	no limit
Mark Abrams	Treasurer	2 year term	no limit
Nick Morris	Director	2 year term	no limit
Joe Conroy	Director	2 year term	no limit
Ed Fallon	Director	2 year term	no limit
Karen Finlinson	Director	2 year term	no limit
Susan Rostov	Director	2 year term	no limit

## Highland Commerce Guild Balance Sheet As of July 14, 2017

	Jul 14, 17
<b>ASSETS</b>	
<b>Current Assets</b>	
Checking/Savings	15,333.16
CB&T - HCG Clean-Up Account	33,149.80
Commonwealth Bank Checking	48,482.96
<b>Total Checking/Savings</b>	<u>48,482.96</u>
Accounts Receivable	-0.01
paypal receivables transfer	223.64
Unpaid Invoices	<u>223.63</u>
<b>Total Accounts Receivable</b>	<u>223.63</u>
<b>Total Current Assets</b>	<u>48,706.59</u>
<b>TOTAL ASSETS</b>	<u><b>48,706.59</b></u>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	2,718.74
Opening Bal Equity	29,899.68
Retained Earnings	16,088.17
Net Income	<u>48,706.59</u>
<b>Total Equity</b>	<u>48,706.59</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><b>48,706.59</b></u>

Return of Organization Exempt From Income Tax

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter social security numbers on this form as it may be made public. Information about Form 990 and its instructions is at www.irs.gov/form990.

Header section A-M containing organization name (Highland Commerce Guild Inc), address (PO Box 4516, Louisville, KY 40204), principal officer (Larry Rother), tax-exempt status (501(c)(6)), website (highlandcommerceguild.com), and form of organization (Corporation).

Part I Summary

Summary table with columns for Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement, member counts, revenue (Total: 40,778), expenses (Total: 13,078), and net assets (Total: 36,186).

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer: Mark Abrams, Treasurer. Date: 01-11-2017.

Paid Preparer Use Only section: Preparer Robert R Eagle, CPA, Eagle and Company CPAs, PSC, 4400 Breckenridge Lane Suite 151, Louisville KY 40218. Phone: 502-458-8610.

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission: To foster a sense of community cooperation in solving problems of the geographic area and encourage property upkeep and maintenance in the area.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? If "Yes," describe these new services on Schedule O. Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? If "Yes," describe these changes on Schedule O. Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 21,525 including grants of \$ ) (Revenue \$ 13,433) The Guild participates in a Grafitti Abatement program, removing unsightly grafitti from area public structures.

4b (Code: ) (Expenses \$ 14,817 including grants of \$ ) (Revenue \$ 9,722) Bardstown Road Aglow, encouraging merchant, church, and community group participation in this annual holiday event.

4c (Code: ) (Expenses \$ 5,330 including grants of \$ ) (Revenue \$ 3,354) To promote and endorse the "Spirit of the Highlands" for community coheasiveness.

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,347 including grants of \$ ) (Revenue \$ )
4e Total program service expenses 43,019 (Revenue \$ 2,025)

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		X
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		
14b Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
16 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
17 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
18 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
19		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		X
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
24a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		
25a		
25b		
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
28a		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
28b		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
28c		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
29		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
30		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
31		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
32		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
33		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
34		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
35a		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
35b		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		
36		
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.		X
37		X
38	X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Main form area containing questions 1a through 14b and a grid for Yes/No responses.

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI



Section A. Governing Body and Management

Table with 4 columns: Question, Line Number, Yes, No. Rows include questions about voting members, family relationships, and governance decisions.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 4 columns: Question, Line Number, Yes, No. Rows include questions about local chapters, written policies, conflict of interest, and whistleblower policies.

Section C. Disclosure

- List of disclosure questions including: 17. List the states with which a copy of this Form 990 is required to be filed; 18. Section 6104 requires an organization to make its Forms 1023... available for public inspection; 19. Describe in Schedule O whether... the organization made its governing documents... available to the public; 20. State the name, address, and telephone number of the person who possesses the organization's books and records.

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) <u>Larry Rother</u> ----- President	12.00			X				0	0	0
(2) <u>Aaron Givan</u> ----- Vice President	12.00			X				0	0	0
(3) <u>Mark Abrams</u> ----- Treasurer	12.00			X				0	0	0
(4) <u>Nick Morris</u> ----- Secretary	12.00			X				0	0	0
(5) -----										
(6) -----										
(7) -----										
(8) -----										
(9) -----										
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										

Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) -----										
(16) -----										
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
<b>1b Sub-total</b> .....										
<b>c Total from continuation sheets to Part VII, Section A</b> .....										
<b>d Total (add lines 1b and 1c)</b> .....							0	0	0	

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> .....		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> .....		X
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> .....		X

Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

**Part VIII**

**Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated-campaigns . . . . .	<b>1a</b>					
	<b>b</b> Membership dues . . . . .	<b>1b</b>	10,920				
	<b>c</b> Fundraising events . . . . .	<b>1c</b>					
	<b>d</b> Related organizations . . . . .	<b>1d</b>					
	<b>e</b> Government grants (contributions) . . . . .	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b>	1,324				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ . . . . .						
	<b>h Total.</b> Add lines 1a-1f . . . . .			12,244			
<b>Program Service Revenue</b>	<b>2a</b> <u>Graffiti Abatement</u> . . . . .	<b>Business Code</b>					
		900099	13,433	13,433			
	<b>b</b> <u>Bardstown Road Aglow</u> . . . . .	900099	9,722	9,722			
	<b>c</b> <u>Highlands Mural Program</u> . . . . .	900099	3,354	3,354			
	<b>d</b> <u>Mayors Luncheon Program</u> . . . . .	900099	2,025	2,025			
	<b>e</b> . . . . .						
	<b>f</b> All other program service revenue . . . . .						
<b>g Total.</b> Add lines 2a-2f . . . . .			28,534				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .						
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .						
	<b>5</b> Royalties . . . . .						
	<b>6a</b> Gross rents . . . . .	(i) Real	(ii) Personal				
		<b>b</b> Less: rental expenses . . . . .					
		<b>c</b> Rental income or (loss) . . . . .					
	<b>d</b> Net rental income or (loss) . . . . .						
	<b>7a</b> Gross amount from sales of assets other than inventory . . . . .	(i) Securities	(ii) Other				
		<b>b</b> Less: cost or other basis and sales expenses . . . . .					
		<b>c</b> Gain or (loss) . . . . .					
	<b>d</b> Net gain or (loss) . . . . .						
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>					
		<b>b</b> Less: direct expenses . . . . .	<b>b</b>				
<b>c</b> Net income or (loss) from fundraising events . . . . .							
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>						
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities . . . . .						
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>						
	<b>b</b> Less: cost of goods sold . . . . .	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory . . . . .						
<b>Miscellaneous Revenue</b>							
<b>11a</b> . . . . .	<b>Business Code</b>						
<b>b</b> . . . . .							
<b>c</b> . . . . .							
<b>d</b> All other revenue . . . . .							
<b>e Total.</b> Add lines 11a-11d . . . . .							
<b>12 Total revenue.</b> See instructions . . . . .			40,778	28,534	0	0	



**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).  
 Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	8		8	
d Lobbying	445		445	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)	968		968	
a Bardstown Road Aglow	14,817	14,817		
b Highlands Mural Project	5,330	5,330		
c HCG Cleanup Project	21,525	21,525		
d Luncheon Program	1,347	1,347		
e All other expenses	9,416		9,416	
25 Total functional expenses. Add lines 1 through 24e	53,856	43,019	10,837	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

EEA



**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	49,203	1	36,186
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	61	4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D		10a	
	b	Less: accumulated depreciation		10b	10c
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	49,264	16	36,186	
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
26	<b>Total liabilities.</b> Add lines 17 through 25	0	26	0	
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	27	Unrestricted net assets	49,264	27	36,186
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	<b>Total net assets or fund balances</b>	49,264	33	36,186
	34	<b>Total liabilities and net assets/fund balances</b>	49,264	34	36,186

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	40,778
2	Total expenses (must equal Part IX, column (A), line 25)	2	53,856
3	Revenue less expenses. Subtract line 2 from line 1	3	(13,078)
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	49,264
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	36,186

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		X
3b		

EEA

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
▶ Attach to Form 990 or Form 990-EZ.  
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

Name of the organization  
**Highland Commerce Guild Inc**

Employer identification number

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

- The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)
- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
  - 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
  - 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
  - 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
  - 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
  - 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
  - 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
  - 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
  - 9  An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university:
  - 10  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
  - 11  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
  - 12  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
    - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
    - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
    - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
    - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
    - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
    - f Enter the number of supported organizations
    - g Provide the following information about the supported organization(s).

	(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
				Yes	No		
(A)							
(B)							
(C)							
(D)							
(E)							
<b>Total</b>							

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

**Part III**

**Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	%
<b>16</b> Public support percentage from 2015 Schedule A, Part III, line 15	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2015 Schedule A, Part III, line 17	<b>18</b>	%

**19a 33 1/3% support tests - 2016.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2015.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**2016**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

Highland Commerce Guild Inc

Employer identification number

**01. Members or stockholder classes and rights (Part VI, line 6)**

The organization is open for membership to proprietary businesses and organizations.

Members have the right to vote upon all issues brought before the Guild.

**02. Member election for additional members (Part VI, line 7a)**

Members have full voting rights to elect officers of the Guild.

**03. Governing body decisions (Part VI, line 7b)**

All matters brought before the Guild are voted upon by its members.

**04. Form 990 governing body review (Part VI, line 11)**

Prepared Form 990 is submitted to the treasurer. Treasurer reviews with members before approving and signing.

**05. Governing documents, etc, available to public (Part VI, line 19)**

All documents are available to the public upon written request.

**06. List of other expenses (Part IX, line 24e)**

Street Banners, Annual Dinner Meeting Expenses, and activities coordination.

**07. General explanation attachment**

Part III, Paragraph 4d - Other Program Services

To provide a community forum relating to governmental and civic issues through a regularly scheduled community luncheon program, meeting with the mayor and city councilmen.

Expenses of \$ 1,347, Revenues of \$ 2,025.

**Statement of Program Service Accomplishments**

**2016 PG01**

Name(s) as shown on return

Highland Commerce Guild Inc

Your Social Security Number

Statement #4

**Form 990-Part III(a)**  
**Statement of Service Accomplishment**

Program Service Code	
Program Service Expenses	\$1347
Grants and allocations included in above expense	\$0
Program Services Revenue	\$2025

**Explanation**

To provide a community forum relating to governmental and civic issues through a regularly scheduled community luncheon program, meeting with the mayor and city councilmen.

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT,  
KENTUCKY

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

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky  
certify that there has been delivered to my office articles of incorporation of  
HIGHLAND COMMERCE GUILD, INC.

The name and address of the registered agent of this corporation is  
DAVID K. KAREM, ATTORNEY

NAME

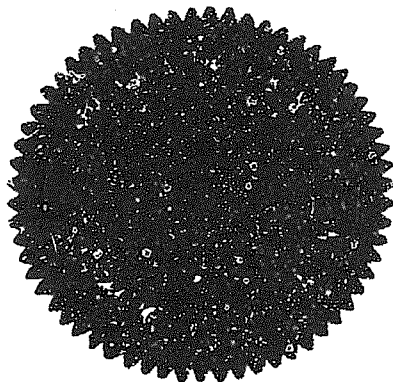
564 LINCOLN FEDERAL BUILDING

STREET ADDRESS

LOUISVILLE, KENTUCKY 40202

CITY, STATE

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



Issued this 26TH day of OCTOBER, 19 77,  
at Frankfort, Kentucky.

*Drexell R. Davis*

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT,  
KENTUCKY

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

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky certify that there has been delivered to my office articles of incorporation of  
HIGHLAND COMMERCE GUILD, INC.

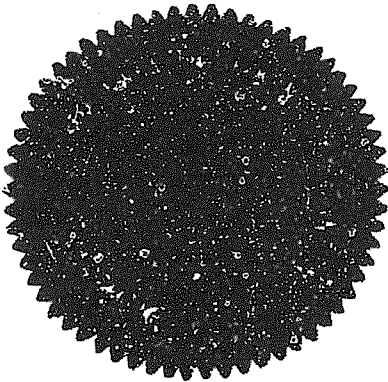
The name and address of the registered agent of this corporation is  
DAVID K. KAREM, ATTORNEY

NAME 564 LINCOLN FEDERAL BUILDING

STREET ADDRESS LOUISVILLE, KENTUCKY 40202

CITY, STATE

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



SECRETARY OF STATE

Issued this 26TH day of OCTOBER, 19 77,  
at Frankfort, Kentucky.

*Drexell R. Davis*

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE



ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

OCT 26 1977

*Dwight P. Davis*  
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF THE  
HIGHLAND COMMERCE GUILD, INC.

SECRETARY OF STATE  
RECEIVED  
OCT 26 1977  
OK 84.02  
Commonwealth of Kentucky

75989

The undersigned, the majority of whom are citizens of the United States, desiring to form a non-profit corporation under the non-profit corporation law of the State of Kentucky do hereby certify:

ARTICLE I

The name of the corporation shall be the HIGHLAND COMMERCE GUILD, INC.

ARTICLE II

Unless sooner terminated as provided by law, the corporation shall have perpetual existence from the time the certificate of incorporation has been issued by the Secretary of the State of Kentucky.

ARTICLE III

The objects and purpose of the HIGHLAND COMMERCE GUILD, INC., hereinafter called the Guild, shall be:

- (a) To foster a sense of community cooperation in solving problems of the area.
- (b) To enhance and improve the business and social climate within the geographic area of its activity.
- (c) To encourage residential and business property upkeep in the area.
- (d) To eliminate vandalism and litter in the area.
- (e) To encourage better police protection in the area.

(f) To improve traffic flow and traffic law enforcement in the area.

(g) To be concerned with youth problems of the area.

(h) To insure a reasonable and adequate zoning scheme for the area.

(i) To cooperate with all area church groups, school groups, and neighborhood groups to insure total community involvement in problem situations of the area.

(j) To encourage a spirit of friendliness in the area.

(k) Any other activities to promote the common good and general welfare of the people in the community unless these activities are excluded by IRC Sec. 501 (c) (4) (6) or IRS Regulation.

#### ARTICLE IV

(4.1) Said Guild is organized exclusively for the promotion of social and civic welfare as described in IRC Sec. (501) (c) (4) (6). In view of that fact; no part of the net earnings of the association shall inure to the benefit of, or be distributable, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(4.2) No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (unless the social welfare and civic objective require legislation as per the regulations concerning IRC Sec.

(f) To improve traffic flow and traffic law enforcement in the area.

(g) To be concerned with youth problems of the area.

(h) To insure a reasonable and adequate zoning scheme for the area.

(i) To cooperate with all area church groups, school groups, and neighborhood groups to insure total community involvement in problem situations of the area.

(j) To encourage a spirit of friendliness in the area.

(k) Any other activities to promote the common good and general welfare of the people in the community unless these activities are excluded by IRC Sec. 501 (c) (4) (6) or IRS Regulation.

#### ARTICLE IV

(4.1) Said Guild is organized exclusively for the promotion of social and civic welfare as described in IRC Sec. (501) (c) (4) (6). In view of that fact; no part of the net earnings of the association shall inure to the benefit of, or be distributable, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(4.2) No substantial part of the activities of the association shall be the carrying on of propoganda, or otherwise attempting to influence legislation (unless the social welfare and civic objective require legislation as per the regulations concerning IRC Sec.

501 (c) (4) (6), or intervene in any political campaign on behalf of any candidate for public office.

(4.3) Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (4) (6) of the Internal Revenue Code of 1954.

(4.4) Upon the dissolution of the association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purpose of the association in such manner, or to such organization or organizations, organized and operated exclusively for social welfare or civic purposes as shall at the time qualify as exempt organization or organizations under Section 501 (c) (4) (6) Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE V

(5.1) The registered office and place of business of the corporation shall be:

(5.2) The name and address of its Resident Agent for the

service of process shall be:

David K. Karem, Attorney  
564 Lincoln Federal Building  
Louisville, Kentucky 40202

ARTICLE VI

The officers, directors, or members of the Guild shall not be personally liable for the payment of debts, liabilities or obligations of the Guild to any extent whatsoever.

ARTICLE VII

(7.1) The initial Board of Directors shall consist of eight directors.

(7.2) The following individuals will serve in the capacity of directors until the selection of their successors:

Ralph Bridgers  
c/o Outlook Inn, 916 Baxter Avenue, Louisville, Kentucky

Mrs. John H. Buffat (Ida)  
c/o Buffat Plumbing, 1277 Bardstown Road, Louisville, KY

William Goodell  
c/o National Products, 900 Baxter Avenue, Louisville, KY

Jack Kersey  
c/o 1231 Bardstown Road, Louisville, Kentucky.

John R. Moss  
c/o John Moss Upholstering, 967 Baxter Avenue, Louisville, KY

Mrs. James Olds  
c/o Por Que No Restaurant, 1007 Bardstown Road, Louisville, KY

Patrick M. Payne  
c/o Spindletop Draperies, 1064 Bardstown Road, Louisville, KY

Ray Barrett  
c/o Barrett Funeral Home, 1230 Bardstown Road, Louisville, KY



24 day of Oct, 1977, by Ralph Bridgers, Mrs.  
John H. (Ida) Buffat, William Goodell, Jack Kersey, John R. Moss,  
Mrs. James Olds, Patrick M. Payne and Ray Barrett.

Notary Public, State at Large, Ky.

My commission expires September 2, 1981.

My commission expires: \_\_\_\_\_

Daniel K. Kersey  
NOTARY PUBLIC, STATE AT LARGE, KY

