

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

**Applicant/Program:** Sowing Seed with Faith  
**Applicant Requested Amount:** \$25,000  
**Appropriation Request Amount:** 9,700

**Executive Summary of Request**  
The program is designed to provide education support to students K-12 in all subjects, tutoring services are offered year round. The program is designed to reiterate commonly overlooked concepts and principles. The summer program is focused on reading comprehension and retention, math, financial literacy and social and emotional learning and behaviors.

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.

4 District #      Barbara Taylor Smith Primary Sponsor Signature      \$3500 Amount      4/24/18 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: \_\_\_\_\_

**Applicant/Program:**

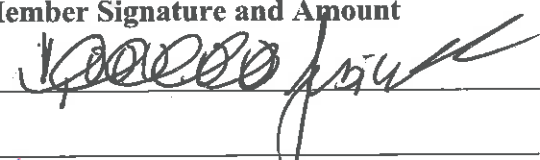
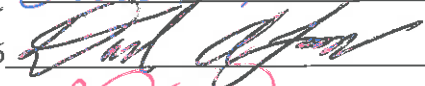

Sowing Seeds with Faith

**Additional Disclosure and Signatures**

**Additional Council Office 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.

**Council Member Signature and Amount**

✓ District 1		\$ 1,000.00
District 2		\$
✓ District 3	Marye Shilica	\$ 1,500.00
✓ District 4	Patricia Taylor Smith	\$ 3,500.00
District 5	Cheri B. Hamilton	\$ 500.00
✓ District 6		\$ 750.00
District 7		\$ 200.00
District 8		\$
District 9	Bill Hollod	\$ 250.00
District 10		\$
District 11		\$
District 12		\$
District 13	Vicki Aubrey Welch	\$ 250.00
District 14		\$
District 15	Theranni Zutter	\$ 250 -

**Applicant/Program:**

Sowing Seeds with Faith

**Additional Disclosure and Signatures**

**Additional Council Office 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.

District 16 \_\_\_\_\_ \$ \_\_\_\_\_

District 17 \_\_\_\_\_ \$ \_\_\_\_\_

District 18 \_\_\_\_\_ \$ \_\_\_\_\_

*No* District 19 \_\_\_\_\_ \$ \_\_\_\_\_

*✓* District 20 \_\_\_\_\_ \$ \_\_\_\_\_

District 21 *Vitatis Lawshum* \$ *500*

District 22 *Robin Engel* \$ *500-*

District 23 \_\_\_\_\_ \$ \_\_\_\_\_

District 24 *Melanie Field* \$ *250<sup>00</sup>*

District 25 \_\_\_\_\_ \$ \_\_\_\_\_

District 26 *[Signature]* \$ *250<sup>00</sup>*

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

**Legal Name of Applicant Organization** Sowing Seeds with Faith

**Program Name and Request Amount** Sowing Seeds with Faith \$25,000

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	<input type="checkbox"/> Yes
Is the funding proposed by Council Member(s) less than or equal to the request amount?	<input type="checkbox"/> Yes
Is the proposed public purpose of the program viable and well-documented?	<input type="checkbox"/> Yes
Will all of the funding go to programs specific to Louisville/Jefferson County?	<input type="checkbox"/> Yes
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	<input type="checkbox"/> Yes
Has prior Metro Funds committed/granted been disclosed?	<input type="checkbox"/> N/A
Is the application properly signed and dated by authorized signatory?	<input type="checkbox"/> Yes
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	<input type="checkbox"/> Yes
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
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
Is the current Fiscal Year Budget included?	<input type="checkbox"/> Yes
Is the entity's board member list (with term length/term limits) included?	<input type="checkbox"/> Yes
Is recommended funding less than 33% of total agency operating budget?	<input type="checkbox"/> Yes
Does the application budget reflect only the revenue and expenses of the project/program?	<input type="checkbox"/> Yes
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	<input type="checkbox"/> N/A
Is the most recent annual audit (if required by organization) included?	<input type="checkbox"/> N/A
Is a copy of Signed Lease (if rent costs are requested) included?	<input type="checkbox"/> N/A
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	<input type="checkbox"/> N/A
Are the Articles of Incorporation of the Agency included?	<input type="checkbox"/> Yes
Is the IRS Form W-9 included?	<input type="checkbox"/> N/A
Is the IRS Form 990 included?	<input type="checkbox"/> N/A
Are the evaluation forms (if program participants are given evaluation forms) included?	<input type="checkbox"/> N/A
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	<input type="checkbox"/> N/A
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

Prepared by: *Christa Robinson*

Date: *4/24/18*

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
<b>Legal Name of Applicant Organization:</b> Sowing Seeds with Faith <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> 1620 Hemlock Court Lou. Ky.40211			
<b>Website:</b> SowingSeedswithFaith.org			
<b>Applicant Contact:</b>	DaMarrion Fleming	<b>Title:</b>	President & Founder
<b>Phone:</b>	502-930-3478	<b>Email:</b>	Daflemi1@gmail.com
<b>Financial Contact:</b>	Douglas Beaumont	<b>Title:</b>	Treasurer
<b>Phone:</b>		<b>Email:</b>	
<b>Organization's Representative who attended NDF Training:</b> <i>DaMarrion Fleming</i>			
<b>GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED</b>			
<b>Program Facility Location(s):</b> Central High School			
<b>Council District(s):</b>	Barbara Smith	<b>Zip Code(s):</b>	40203
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
<b>PROGRAM/PROJECT NAME:</b> <i>Summer Programming</i>			
<b>Total Request: (\$)</b>	\$20,000	<b>Total Metro Award (this program) in previous year: (\$)</b>	0
<b>Purpose of Request (check all that apply):</b>			
<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)			
<b>The Following are Required Attachments:</b>			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current year projected budget Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation (current & signed) 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 applicable	
<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>		<b>Amount: (\$)</b>	0
<b>Source:</b>		<b>Amount: (\$)</b>	0
<b>Source:</b>		<b>Amount: (\$)</b>	0
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:**

The agency's vision is to enrich the inner city youth with curriculum driven programs. These programs provide content that can aid in closing the current achievement gap that has plagued our city. We also plan to build our kids socially so they may have the mannerism they need to excel in the community and the world.

Our mission is to prepare diverse youth for the adverse moments in life by instilling accountability, expectations, structure, and faith.

The services in which we will provide will be tutoring during the fiscal school year. We will provide a summer camp that is driven to academically excel and socially enhance the youth. We will have community projects that allow our kids to interact with cooperation and local businesses.

## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

Board Member	Term End Date
Jahi Peake	12/31/2019
Stephon Buchhdte	12/31/2019
Amanda Thomas	12/31/2019
Douglas Beaumont	12/31/2019
Brian Edelen	12/31/2019
Garnette Phelps	12/31/2019
Johnique Ison	12/31/2019
Beth Mitchell	12/31/2019
Stephanie Henry	12/31/2019

**Describe the Board term limit policy:**

All board members will be voted on by majority of quorum votes. Each member will serve a 2 year term in which they will then have a reelected year.

Three Highest Paid Staff Names	Annual Salary
DaMarrion Fleming	10,000

## 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 program was designed to enrich the youth both academically and socially. We have a curriculum added for the academic component and life skills and resume building for the social component. The summer component will start June 11th - August 3rd.

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

The funds given to this opportunity will go directly towards youth tuition and academic field trips. This will provide tuition for 10 kids as well as 3 fieldtrips for 105 scholars. Average field trip will cost each scholar \$20.00. We will provide a \$10.00 eating budget per kid.



## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

This request is not a fundraiser.

**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.

- 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 benefit of the program will be to enrich youth of the most over looked concepts in the community. Our youth will have classes in: Dental hygiene, health wellness, Spanish, cooking, sign language, yoga, karate, chivalry, and etiquette. Our most successful measurable outcome will be pre/ mid/ past exam that each scholar will take. We also will be collecting our data on retention rates of youth. Journals will be used to document the experiences the youth are partaking in daily.

**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.**

We have been very fortunate to form some great collaborations throughout the years. Delta Dental will be providing a dental hygiene class. Morton health care will be educating our youth on health wellness. The yoga institute will provide classes over mindfulness. Gheens Foundation has sponsored a significant amount of youth. Brown- Forman has sponsored one field trip for all 105 youth.

## 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>	0	60,000	60,000
<b>B: Rent/Utilities</b>	0	3,000	3,000
<b>C: Office Supplies</b>	0	0	
<b>D: Telephone</b>	0	0	
<b>E: In-town Travel</b>	2,400	0	2,400
<b>F: Client Assistance (See Detailed List on Page 8)</b>	0	0	
<b>G: Professional Service Contracts</b>	0	8,000	8,000
<b>H: Program Materials</b>	0	3,000	3,000
<b>I: Community Events &amp; Festivals (See Detailed List on Page 8)</b>	10,000	0	10,000
<b>J: Machinery &amp; Equipment</b>	0	0	
<b>K: Capital Project</b>	0	6,000	6,000
<b>L: Other Expenses (See Detailed List on Page 8)</b>	7,600		
<b>*TOTAL PROGRAM/PROJECT FUNDS</b>	20,000	80,000	80,000
<b>% of Program Budget</b>	20 %	80 %	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)	30,000
Fees Collected from Program Participants	50,000
Other (please specify)	
<b>Total Revenue for Columns 2 Expenses **</b>	<b>80,000</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).

<b>Donor*/Type of Contribution</b>	<b>Value of Contribution</b>	<b>Method of Valuation</b>
Central High School	\$2,000	Discounted space
Friday Volunteers	\$8,000	volunteer every friday
Walmart	\$2,500	t-shirt/socks
Krogers	\$1,000	drinks/foods/desserts
<i>Total Value of In-Kind (to match Program Budget Line Item. Volunteer Contribution &amp; Other In Kind)</i>	\$13,500	

**\* 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:** January 1 December 31st

**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 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>	Da'Marrion Fleming	<b>Date:</b>	May 1, 2018
<b>Legal Signatory: (please print):</b>	Da'Marrion Fleming <i>Da'Marrion Fleming</i>	<b>Title:</b>	<i>President &amp; Founder</i>
<b>Phone:</b>	502-930-3478	<b>Extension:</b>	
		<b>Email:</b>	<i>da.fleming1@gmail.com</i>

**BYLAWS**  
**Of**  
**Sowing Seeds with Faith, Inc.**  
**(A Kentucky Nonprofit Corporation)**  
**February 9, 2017**

These Bylaws shall regulate the affairs of Sowing Seeds with Faith (nonprofit corporation), subject to the provisions of the corporation's Charter and any applicable provisions of the Kentucky Nonprofit Corporation Act.

**ARTICLE 1-Name**

The name of the organization shall be Sowing Seeds with Faith, Inc. (Sowing Seeds with Faith "hereinafter")

**ARTICLE 2 -OFFICES**

The corporation shall designate and continuously maintain a registered office in the State of Kentucky. The principal office of the corporation shall be that which is designed as such in its Charter. The corporation may also have other offices within and without the State of Kentucky at such places as the Board of Directors may from time to time determine. The corporation shall designate and continuously maintain a registered agent in the State of Kentucky at its registered office.

**ARTICLE 3 -PURPOSES**

The Corporation is organized exclusively for the following charitable purpose within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax codes:

**Purpose**

- A. Sowing Seeds with Faith is a multi-faceted organization with a focus on empowering and developing young people in the areas of academics, life skills, mentoring, chivalry, and etiquette. Sowing Seeds with Faith also focuses on promoting structure and accountability through entertainment in the areas of choral music, dance, drama, creative writing, oratory, and physical fitness.

It is an innovative tutoring program designed to serve as a companion support system for young people...to help prepare and equip them to be successful at home, school, church, work, college, and in their community. The model of Sowing Seeds with Faith combines tutoring and summer academic enrichment, coupled with character and leadership development to give young people a positive and effective platform to prepare them for success in life.

**Mission**

- B. Preparing diverse youth for the adverse moments in life by instilling Accountability, Expectations, Structure, & Faith.

## ARTICLE 4 -NO MEMBERS

No individual other than members of the Board of Directors shall have any voting rights as to election of board members, amendments to this charter or the corporate bylaws, or as to any other matters as to which "members" are given voting rights under the Kentucky Non-Profit Corporation Act. Notwithstanding the foregoing, the Board of Directors may elect to solicit support for the corporation's activities by selling or encouraging dues-paying memberships or sponsorships, provided that the only rights conveyed pursuant to such memberships or sponsorships are rights to such things as newsletter subscriptions, discounts on admissions to corporate programs, recognition of support, and other non-voting rights or benefits attendant to such memberships or sponsorships.

## ARTICLE 5 -BOARD OF DIRECTORS

- 5.1 General. The affairs of the corporation shall be managed by a Board of Directors, each of whom shall be of legal age. Directors need to be in good standing with CEO of organization. The Board President is required evaluate the CEO annually including a written evaluation and a face-to-face discussion with the input from the governance committee. The Director will be required to meet with CEO once a week to discuss any order of business. Meetings can occur via phone or face-to-face.
- 5.2 Number. There shall be no fewer than 7 no more than 19 Board Members. All members shall have equal and full voting responsibilities as members of the Board of Directors.
- 5.3 Election and Term. Directors shall be appointed initially by the CEO, and thereafter by the Directors and at annual meetings for terms not to exceed one (1) year. Each Director shall hold office until the expiration of the term for which he or she is elected, and thereafter until his or her successor has been elected and qualified, or until removed as provided in Paragraph 5.6 below. Directors may be elected for successive terms. Each Director shall be entitled to one vote, and the result will be determined by the majority of the votes cast.
- 5.4 Vacancy. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be appointed by the CEO with the advice and consent of a majority of the present Board of Directors or shall be removed by the CEO with the advice and consent of the Board of Advisors.
- 5.5 Resignation. Any Director may resign at any time by giving written notice to the Chairperson, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, resignation will be implemented immediately.
- 5.6 Removal. Any officer, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization would be served, but such removal shall be without prejudice.
- 5.7 Committees.  
Committee Structure:
- 1.) Executive Committee- To work directly with CEO, and conduct board meeting in regards to agenda prepared. Solely responsible for hierarchy of delegating and communication throughout board.
  - 2.) Resource Development Committee- Marketing & Communication, Events, Fundraising
  - 3.) Governance Committee- Human Resources, By-Laws, Legal documentation, Structure, and Staffing
  - 4.) Program Committee- Curriculum, materials, and Supplies
  - 5.) Finance Committee-Revenues, Expenses, IRS Reporting (990 Form), Balance Sheet



The Board, by resolution adopted by a majority of the entire Board, may designate an Executive Committee, consisting of one (1) or more Directors, and other committees, consisting of two (1) or more persons, who may or may not be Directors, and may delegate to such committee or committees all such authority of the Board that the Directors may legally delegate. However, no committee shall: (a) authorize distributions;

(b) approve or recommend the dissolution, merger or sale of the corporation; (c) approve or recommend the sale, pledge or transfer all of or substantially all of the corporation's assets; (d) elect, appoint or remove Directors; (e) adopt, amend or repeal the charter or bylaws; or (f) approve or recommend any action that the Kentucky Non-Profit Corporation Act requires to be approved by the Board. Each committee shall keep minutes and report any action taken to the meeting of the Board following the taking of such action, unless the Board otherwise requires. The Board may designate one or more Directors as alternate

members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of any committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

#### **ARTICLE 6-MEETINGS OF THE BOARD**

- 6.1 **Place & Frequency of Meetings.** The meetings of the Board shall be held at the principal office of the corporation or at any place within or without the United States that the Board may from time to time designate. The board will monthly on Sunday and may cancel no more than two regular monthly meetings in one calendar year.
- 6.2. **Annual Meetings: Regular Meetings.** The Board shall have an annual meeting each year. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by written notice to each Director. The attendance of a Director is mandatory, except where a Director attends a meeting for the express purpose of the organization or because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in writing prior to the date of the meeting called to order or scheduled by CEO.
- 6.2. **Actions by Unanimous Written Consent without Meeting** any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same Force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relate to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority. This shall only take place if consent of CEO has been given.
- 6.3. **Notice Requirements.** Notice of special meetings, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication not less than two (2) weeks before the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice or any waiver of notice of such meeting. However, written notice describing the purpose of the meeting shall be given to each Director not less

charter or the bylaws; remove a Director; adopt a plan of merger or dissolution; or consider the sale, lease, exchange or other disposition of all or substantially all of the corporation's assets. Such notice shall contain or be accompanied by a copy or summary of such amendment, plan or transaction.

- 6.4. **Quorum.** A majority of the Board of Directors eighty percent of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at any meeting a majority of the Directors present may adjourn the meeting from time to time with consent of CEO.
- 6.5. **Board Decisions.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws.
- 6.6. **Presumption of Assent.** A Director who is present at a meeting of the Board shall be presumed to have concurred in action taken at the meeting unless he/she objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting , and his/her dissent or abstention from the action taken is entered in the minutes, or he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.
- 6.7. **Action by Consent.** Action required or permitted to be taken at a Board of Director's meeting may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes foiled with the corporate records reflecting the action taken. Action taken is effective when the last Director signs the consent, unless the consent specifies a different effective date.
- 6.8. **Participation in Meetings Through Differing Means of Communication Allowed.** Participation by members of the Board or any committee designed by the Board in any meeting of the Board or committee by means of any communications equipment by which all persons participating in the meeting can hear each other shall be permitted. This includes: face time, skype, or any other form of telecommunications. The Directors or committee members, as appropriate, shall be promptly furnished upon request a copy of the minutes of any meeting held under this paragraph

#### **ARTICLE 7-COMPENSATION OF DIRECTORS**

Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Expenses that are distributed on behalf of the organization must be discussed in the board meetings, or verified by CEO and/or Executive Chair.

#### **ARTICLE 8-OFFICERS**

8.1. **Officers.** The Board will have a chairperson, vice chairperson, secretary, treasurer and such officers as are deemed necessary and elected. Officers shall be appointed by the CEO, and thereafter elected by the Directors at the annual meeting.

8.2. **Removal.** Any officer, with the exception of chairperson, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization would be served. Such removal shall be without prejudice.

8.2 **Vacancies.** A vacancy in any office, except that of chairperson/CEO, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Chairperson for the unexpired portion of the term. In the event the vacant position being filled is that of the chairperson/CEO, the Board shall fill position with Vice president/Vice CEO until a voting opportunity is available per Board Meeting.

8.3 **Resignation. Removal.**

(a) **Resignation.** In the event the chairperson should voluntarily choose to leave, he/she shall recommend his/her successor. Said designated successor shall be chosen with the advice and consent of the Board of Directors, the Board of Advisors and the Executive Committee.

(b) **Removal.** In the event of the chairperson/CEO has serious charges preferred against him/her or his/her service has ceased to be effective, the matter shall be brought to the Executive Committee. In the event the matter cannot be resolved at this meeting, power is then vested in the Board of Directors, to come together with the chairperson/CEO to consider his/her removal. This recommended removal requires two-thirds majority vote by the Board of Directors.

8.4 **Powers and Duties of Officers.** The powers and duties of the officers of the corporation shall be as follows:

(a) **Chairman.** The Chairperson shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as the Board of Directors may from time to time prescribe.

(b) **Vice Chairman-** the Vice Chairperson shall assume responsibilities of the chairperson in the absence of the chair person.

(c) **Secretary.** The Secretary shall attend all meetings of the Board of Directors of the corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the corporation and for authenticating records of the corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the Chainman. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof

(d) **Treasurer.** The Treasurer, if any, shall have custody of the corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall

Board of Directors, and shall render to the Chairman and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the corporations.

#### **ARTICLE 9- CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 9.1 **Authorization.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 9.2 **Funds.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

#### **ARTICLE 10-SEAL**

The corporation may have a corporate seal which may be altered with consent of the Board of Directors, but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

#### **ARTICLE 11 - LIMITED LIABILITY OF DIRECTORS**

The liability of the Directors and officers of this corporation shall be limited to the maximum extent permissible in accordance with the charter of the corporation and the Kentucky Nonprofit Corporation Act, as now or hereafter in effect.

#### **ARTICLE 13-AMENDMENT**

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of eighty percent of the entire Board. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the charter. Any amendment of the charter inconsistent with these bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the Tennessee Nonprofit Corporation Act or other law applicable to the corporations shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

#### **ARTICLE 14-EXEMPT ACTIVITIES**

Notwithstanding any other provision of these bylaws, no Director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended

#### **ARTICLE 15-MISCELLANEOUS**

15.1. **Fiscal Year.** The fiscal year of the corporation shall be the calendar year ending December

15.2. **Notices.** Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, or by telephone, telegraph, email, fax, other form of wire or wireless communication, or by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the corporation. Written notice shall deem to have been given at the earliest of the following:

(a) When received;

(b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or

(c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

15.3. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the data stated thereon, and delivered to the Secretary of the corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

#### **ARTICLE 16-AMENDMENTS**

These Bylaws may be amended when necessary by at least eighty percent of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the corporation on the 19 day of March, 2017

The Board, by resolution adopted by a majority of the entire Board, may designate an Executive Committee, consisting of one (1) or more Directors, and other committees, consisting of two (1) or more persons, who may or may not be Directors, and may delegate to such committee or committees all such authority of the Board that the Directors may legally delegate. However, no committee shall: (a) authorize distributions; (b) approve or recommend the dissolution, merger or sale of the corporation; (c) approve or recommend the sale, pledge or transfer all of or substantially all of the corporation's assets; (d) elect, appoint or remove Directors; (e) adopt, amend or repeal the charter or bylaws; or (f) approve or recommend any action that the Kentucky Non-Profit Corporation Act requires to be approved by the Board. Each committee shall keep minutes and report any action taken to the meeting of the Board following the taking of such action, unless the Board otherwise requires. The Board may designate one or more Directors as alternate

members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of any committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

#### **ARTICLE 6-MEETINGS OF THE BOARD**

- 6.1 **Place & Frequency of Meetings.** The meetings of the Board shall be held at the principal office of the corporation or at any place within or without the United States that the Board may from time to time designate. The board will monthly on Sunday and may cancel no more than two regular monthly meetings in one calendar year.
- 6.2 **Annual Meetings: Regular Meetings.** The Board shall have an annual meeting each year. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by written notice to each Director. The attendance of a Director is mandatory, except where a Director attends a meeting for the express purpose of the organization or because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in writing prior to the date of the meeting called to order or scheduled by CEO.
- 6.2. **Actions by Unanimous Written Consent without Meeting** any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same Force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relate to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority. This shall only take place if consent of CEO has been given.
- 6.3. **Notice Requirements.** Notice of special meetings, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication not less than two (2) weeks before the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice or any waiver of notice of such meeting. However, written notice describing the purpose of the meeting shall be given to each Director not less

The Board, by resolution adopted by a majority of the entire Board, may designate an Executive Committee, consisting of one (1) or more Directors, and other committees, consisting of two (1) or more persons, who may or may not be Directors, and may delegate to such committee or committees all such authority of the Board that the Directors may legally delegate. However, no committee shall: (a) authorize distributions;

(b) approve or recommend the dissolution, merger or sale of the corporation; (c) approve or recommend the sale, pledge or transfer all of or substantially all of the corporation's assets; (d) elect, appoint or remove Directors; (e) adopt, amend or repeal the charter or bylaws; or (f) approve or recommend any action that the Kentucky Non-Profit Corporation Act requires to be approved by the Board. Each committee shall keep minutes and report any action taken to the meeting of the Board following the taking of such action, unless the Board otherwise requires. The Board may designate one or more Directors as alternate

members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of any committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

#### **ARTICLE 6-MEETINGS OF THE BOARD**

6.1 Place & Frequency of Meetings. The meetings of the Board shall be held at the principal office of the corporation or at any place within or without the United States that the Board may from time to time designate. The board will monthly on Sunday and may cancel no more than two regular monthly meetings in one calendar year.

6.2. Annual Meetings: Regular Meetings. The Board shall have an annual meeting each year. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by written notice to each Director. The attendance of a Director is mandatory, except where a Director attends a meeting for the express purpose of the organization or because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in writing prior to the date of the meeting called to order or scheduled by CEO.

6.2. Actions by Unanimous Written Consent without Meeting any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same Force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relate to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority. This shall only take place if consent of CEO has been given.

6.3. Notice Requirements. Notice of special meetings, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication not less than two (2) weeks before the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice or any waiver of notice of such meeting. However, written notice describing the purpose of the meeting shall be given to each Director not less

charter or the bylaws; remove a Director; adopt a plan of merger or dissolution; or consider the sale, lease, exchange or other disposition of all or substantially all of the corporation's assets. Such notice shall contain or be accompanied by a copy or summary of such amendment, plan or transaction.

- 6.4. **Quorum.** A majority of the Board of Directors eighty percent of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at any meeting a majority of the Directors present may adjourn the meeting from time to time with consent of CEO.
- 6.5 **Board Decisions.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws.
- 6.6 **Presumption of Assent.** A Director who is present at a meeting of the Board shall be presumed to have concurred in action taken at the meeting unless he/she objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting , and his/her dissent or abstention from the action taken is entered in the minutes, or he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.
- 6.7 **Action by Consent.** Action required or permitted to be taken at a Board of Director's meeting may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes foiled with the corporate records reflecting the action taken. Action taken is effective when the last Director signs the consent, unless the consent specifies a different effective date.
- 6.8 **Participation in Meetings Through Differing Means of Communication Allowed.** Participation by members of the Board or any committee designed by the Board in any meeting of the Board or committee by means of any communications equipment by which all persons participating in the meeting can hear each other shall be permitted. This includes: face time, skype, or any other form of telecommunications. The Directors or committee members, as appropriate, shall be promptly furnished upon request a copy of the minutes of any meeting held under this paragraph

#### **ARTICLE 7-COMPENSATION OF DIRECTORS**

Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Expenses that are distributed on behalf of the organization must be discussed in the board meetings, or verified by CEO and/or Executive Chair.

#### **ARTICLE 8-OFFICERS**



Board of Directors, and shall render to the Chairman and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the corporations.

## **ARTICLE 9- CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 9.1 **Authorization.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 9.2 **Funds.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

## **ARTICLE 10-SEAL**

The corporation may have a corporate seal which may be altered with consent of the Board of Directors, but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

## **ARTICLE 11 - LIMITED LIABILITY OF DIRECTORS**

The liability of the Directors and officers of this corporation shall be limited to the maximum extent permissible in accordance with the charter of the corporation and the Kentucky Nonprofit Corporation Act, as now or hereafter in effect.

## **ARTICLE 13 -AMENDMENT**

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of eighty percent of the entire Board. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the charter. Any amendment of the charter inconsistent with these bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the Tennessee Nonprofit Corporation Act or other law applicable to the corporations shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

## **ARTICLE 14-EXEMPT ACTIVITIES**

Notwithstanding any other provision of these bylaws, no Director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended

## **ARTICLE 15-MISCELLANEOUS**

8.1. Officers. The Board will have a chairperson, vice chairperson, secretary, treasurer and such officers as are deemed necessary and elected. Officers shall be appointed by the CEO, and thereafter elected by the Directors at the annual meeting.

8.2. Removal. Any officer, with the exception of chairperson, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization would be served. Such removal shall be without prejudice.

8.2 Vacancies. A vacancy in any office, except that of chairperson/CEO, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Chairperson for the unexpired portion of the term. In the event the vacant position being filled is that of the chairperson/CEO, the Board shall fill position with Vice president/Vice CEO until a voting opportunity is available per Board Meeting.

8.3 Resignation. Removal.

(a) Resignation. In the event the chairperson should voluntarily choose to leave, he/she shall recommend his/her successor. Said designated successor shall be chosen with the advice and consent of the Board of Directors, the Board of Advisors and the Executive Committee.

(b) Removal. In the event of the chairperson/CEO has serious charges preferred against him/her or his/her service has ceased to be effective, the matter shall be brought to the Executive Committee. In the event the matter cannot be resolved at this meeting, power is then vested in the Board of Directors, to come together with the chairperson/CEO to consider his/her removal. This recommended removal requires two-thirds majority vote by the Board of Directors.

8.4 Powers and Duties of Officers. The powers and duties of the officers of the corporation shall be as follows:

(a) Chairman. The Chairperson shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as the Board of Directors may from time to time prescribe.

(b) Vice Chairman- the Vice Chairperson shall assume responsibilities of the chairperson in the absence of the chair person.

(c) Secretary. The Secretary shall attend all meetings of the Board of Directors of the corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the corporation and for authenticating records of the corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the Chainman. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof

(d) Treasurer. The Treasurer, if any, shall have custody of the corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall

Board of Directors, and shall render to the Chairman and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the corporations.

## **ARTICLE 9-CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 9.1 **Authorization.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 9.2 **Funds.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

## **ARTICLE 10-SEAL**

The corporation may have a corporate seal which may be altered with consent of the Board of Directors, but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

## **ARTICLE 11 - LIMITED LIABILITY OF DIRECTORS**

The liability of the Directors and officers of this corporation shall be limited to the maximum extent permissible in accordance with the charter of the corporation and the Kentucky Nonprofit Corporation Act, as now or hereafter in effect.

## **ARTICLE 13-AMENDMENT**

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of eighty percent of the entire Board. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the charter. Any amendment of the charter inconsistent with these bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the Tennessee Nonprofit Corporation Act or other law applicable to the corporations shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

## **ARTICLE 14-EXEMPT ACTIVITIES**

Notwithstanding any other provision of these bylaws, no Director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended

## **ARTICLE 15-MISCELLANEOUS**

15.1. **Fiscal Year.** The fiscal year of the corporation shall be the calendar year ending December

15.2. **Notices.** Whenever notice is required to be given to Directors or officers, unless otherwise

provided by law, the Charter or these Bylaws, such notice may be given in person, or by telephone, telegraph, email, fax, other form of wire or wireless communication, or by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the corporation. Written notice shall deem to have been given at the earliest of the following:

(a) When received;

(b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or

(c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

15.3. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the data stated thereon, and delivered to the Secretary of the corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

#### **ARTICLE 16-AMENDMENTS**

These Bylaws may be amended when necessary by at least eighty percent of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the corporation on the 19 day of March, 2017



**COMMONWEALTH OF KENTUCKY  
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE**

Division of Business Filings  
Business Filings  
PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

**Articles of Incorporation  
Non-profit Corporation**

**NAI**

Please note: This form does not comply with 501 (C) status. You should contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is Sowing Seeds with Faith Inc.

Article II: The purpose for which the corporation is organized Preparing diverse youth for the adverse moments in life

Article III: The name of the registered agent is DeMarrion V. Fleming

and the street address of the corporation's initial registered office in Kentucky is  
2925 Bank Street #6 Louisville Ky 40212  
 Street Address (No Post Office Box Numbers) City State Zip Code

Article IV: The mailing address of the corporation's principal office is  
2308 Becker Court Louisville Ky 40214  
 Street or PO Box Number City State Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is 3

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Name	Street or PO Box Number	City	State	Zip Code
<u>DeMarrion Fleming</u>	<u>2925 Bank Street #6</u>	<u>Louisville</u>	<u>Ky</u>	<u>40212</u>
<u>Cherene Fox</u>	<u>6709 Cindy Dr</u>	<u>Louisville</u>	<u>Ky</u>	<u>40258</u>
<u>Antonia Williams</u>	<u>8500 Misty Lane #205</u>	<u>Louisville</u>	<u>Ky</u>	<u>40258</u>

Article VI: The name and mailing address of the incorporator is

Name	Street Address or Post Office Box Number	City	State	Zip Code
<u>DeMarrion Fleming</u>	<u>2925 Bank Street #6</u>	<u>Louisville</u>	<u>Ky</u>	<u>40212</u>
Name	Street Address or Post Office Box Number	City	State	Zip Code
Name	Street Address or Post Office Box Number	City	State	Zip Code

Article VII: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_ (Delayed effective date and/or time)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

DeMarrion Fleming Signature of Incorporator  
DeMarrion Fleming President Print Name & Title  
January 6, 2017 Date

DeMarrion V. Fleming consent to serve as the registered agent on behalf of the corporation.  
DeMarrion Fleming Signature of Registered Agent  
DeMarrion Fleming President Print Name & Title  
January 6, 2017 Date

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

DEPARTMENT OF THE TREASURY

Date: FEB 09 2017

SOWING SEEDS WITH FAITH  
2925 BANK STREET APT 6  
LOUISVILLE, KY 40212-2099

Employer Identification Number:

[REDACTED]

DLN:

26053437005117

Contact Person:

CUSTOMER SERVICE

ID# 31954

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

December 31

Public Charity Status:

509(a)(2)

Form 990/990-EZ/990-N Required:

Yes

Effective Date of Exemption:

January 6, 2017

Contribution Deductibility:

Yes

Addendum Applies:

No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

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

DEPARTMENT OF THE TREASURY

Date: FEB 09 2017

SOWING SEEDS WITH FAITH  
2925 BANK STREET APT 6  
LOUISVILLE, KY 40212-2099

Employer Identification Number:

DLN:

26053437005117

Contact Person:

CUSTOMER SERVICE

ID# 31954

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

December 31

Public Charity Status:

509(a)(2)

Form 990/990-EZ/990-N Required:

Yes

Effective Date of Exemption:

January 6, 2017

Contribution Deductibility:

Yes

Addendum Applies:

No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

**0972493.09** amcray  
ADD

Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
1/6/2017 1:20 PM  
Fee Receipt: \$8.00



**COMMONWEALTH OF KENTUCKY**  
**ALISON LUNDERGAN GRIMES, SECRETARY OF STATE**

Division of Business Filings  
Business Filings  
PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

**Articles of Incorporation**  
**Non-profit Corporation**

NAI

Please note: This form does not comply with 501 (C) status. You should contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is Sowing Seeds with Faith Inc.  
 Article II: The purpose for which the corporation is organized preparing diverse youth for the adverse moments in life  
 Article III: The name of the registered agent is DaMarrion J. Fleming  
 and the street address of the corporation's initial registered office in Kentucky is  
2925 Bank Street #6 Louisville Ky 40212  
 Street Address (No Post Office Box Numbers) City State Zip Code

Article IV: The mailing address of the corporation's principal office is  
2308 Becker Court Louisville Ky 40216  
 Street or PO Box Number City State Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is 3

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Name	Street or PO Box Number	City	State	Zip Code
<u>DaMarrion Fleming</u>	<u>2925 Bank Street #6</u>	<u>Louisville</u>	<u>Ky</u>	<u>40212</u>
<u>Chelsea Fox</u>	<u>6709 Cindy Dr</u>	<u>Louisville</u>	<u>Ky</u>	<u>40258</u>
<u>Mrs. Neesia Williams</u>	<u>8500 Misty Lane #205</u>	<u>Louisville</u>	<u>Ky</u>	<u>40258</u>

Article VI: The name and mailing address of the incorporator is  
DaMarrion Fleming 2925 Bank Street #6 Louisville Ky 40212  
 Name Street Address or Post Office Box Number City State Zip Code

Article VII: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_  
 (Delayed effective date and/or time)

We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

DaMarrion Fleming DaMarrion Fleming President January 6, 2017  
 Signature of Incorporator Print Name & Title Date

DaMarrion J. Fleming consent to serve as the registered agent on behalf of the corporation.  
 Print Name of Registered Agent

DaMarrion Fleming DaMarrion Fleming President January 6, 2017  
 Signature of Registered Agent Print Name & Title Date



# Sowing Seeds With Faith

## Anticipated Budget

### 2018 Summer Camp Program

<b>INCOME</b>	Registration Fee	\$ 2,700.00	\$	2,700.00
	Camp Fee	\$ 60,000.00	\$	62,700.00
	Donations	\$ 30,000.00	\$	92,700.00
	Other	\$ 15,000.00	\$	107,700.00
<b>TOTAL INCOME</b>	<b>\$ 107,700.00</b>			
<b>EXPENSES</b>	Director's Salary	\$ 8,000.00	\$	8,000.00
	Dean of Students	\$ 4,000.00	\$	12,000.00
	Teacher's Salary (11)	\$ 35,200.00	\$	47,200.00
	Staff Salary (2)	\$ 4,800.00	\$	52,000.00
	Field Trips	\$ 25,000.00	\$	77,000.00
	Vendors (8)	\$ 640.00	\$	77,640.00
	Camp T-shirts 145 @ \$11	\$ 1,595.00	\$	79,235.00
	Liability Insurance	\$ 1,000.00	\$	80,235.00
	Transportation	\$ 12,500.00	\$	92,735.00
	Supplies	\$ 12,500.00	\$	105,235.00
<b>MISCELLANEOUS</b>		\$ -	\$	-
<b>TOTAL EXPENSES =</b>		<b>\$ 105,235.00</b>	<b>\$</b>	<b>105,235.00</b>
<b>TOTAL PROFIT/LOSS =</b>		<b>\$ 2,465.00</b>	<b>\$</b>	<b>2,465.00</b>

# SOWING SEED WITH FAITH BOARD OF DIRECTORS

**President-** Jahi Peak

**Secretary-** Stephanie Henry

**Treasurer-** Douglas Beaumont

**Curriculum Committee Chair-** Stephen Buchholz

**Curriculum Committee Members;**

-Jahi Peake

-Lauren Benz

-Shelby Livers (Community At Large)

**Governance Committee Chair-** Carrie Gerard

**Governance Committee Member;**

-Zeeshan Bhatti

-Rudy Spencer

-Ashley Mack (Community At Large)

**Resource Development Committee-** Garnett Phelps

**Resource Development Members;**

-Amanda Thomas

-Brian Edelen

-AnaNecia Williams (Community At Large)

**Finance Committee Chair-** Douglas Beaumont

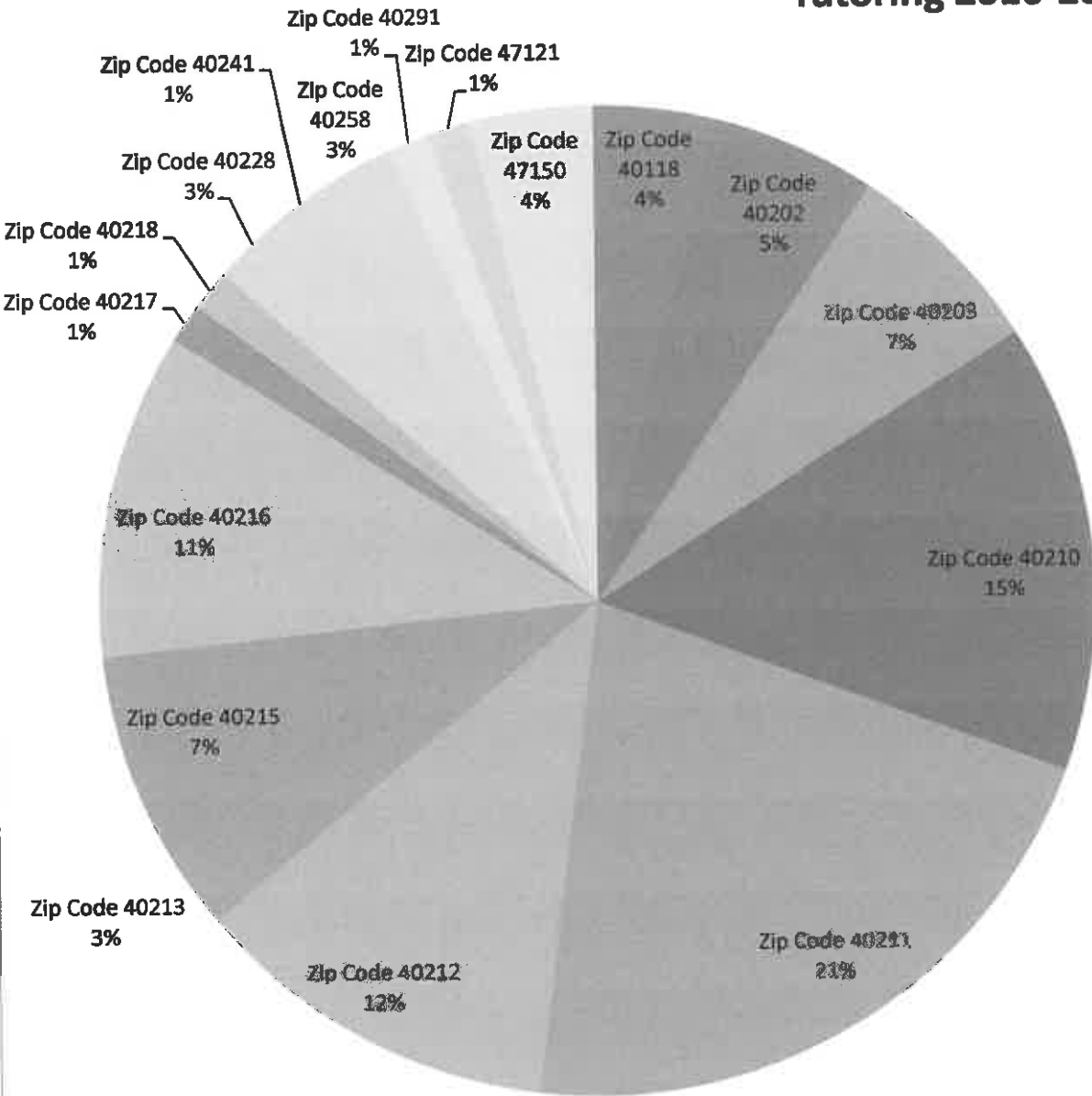
**Finance Committee Member;**

-Stephanie Henry

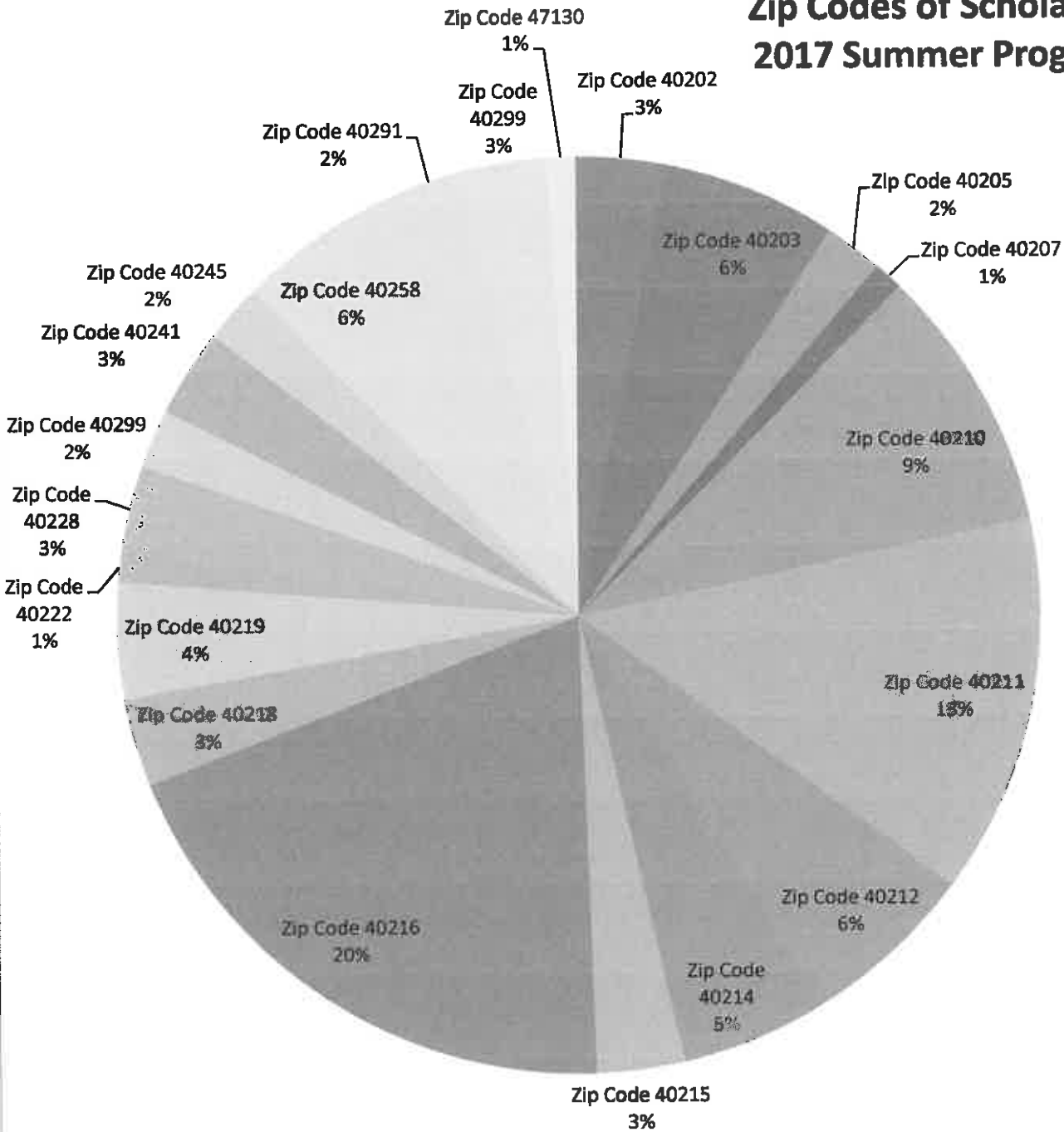
-Johnique Ison

-Emily Phyllis (Community At Large)

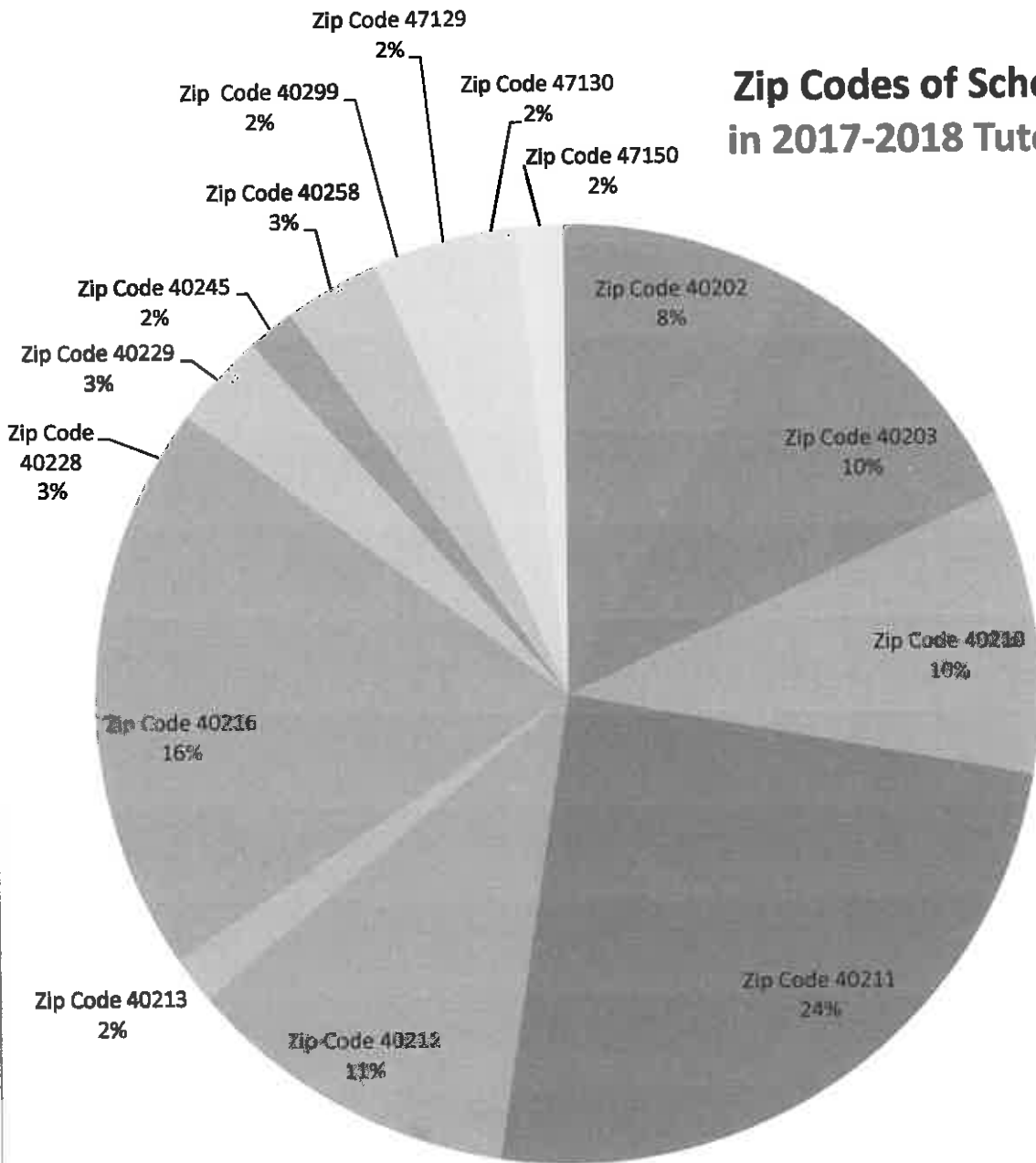
# Zip Codes of Scholars in Tutoring 2016-2017



# Zip Codes of Scholars in 2017 Summer Program



## Zip Codes of Scholars in 2017-2018 Tutoring



**SOWING SEEDS WITH FAITH INC.****General Information**

<b>Organization Number</b>	0972493
<b>Name</b>	SOWING SEEDS WITH FAITH 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>	1/6/2017
<b>Organization Date</b>	1/6/2017
<b>Last Annual Report</b>	N/A
<b>Principal Office</b>	2308 BECKER COURT LOUISVILLE, KY 40216
<b>Registered Agent</b>	DAMARRION V. FLEMING 2925 BANK STREET #6 LOUISVILLE, KY 40212

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

<b>Director</b>	<a href="#">DAMARRION FLEMING</a>
<b>Director</b>	<a href="#">CHERENA FOX</a>
<b>Director</b>	<a href="#">ANA NECIA WILLIAMS</a>
<b>Incorporator</b>	<a href="#">DAMARRION FLEMING</a>

**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.

<a href="#">Articles of Incorporation</a>	1/6/2017	1 page	<a href="#">tiff</a>	<a href="#">PDF</a>
---	----------	--------	----------------------	---------------------

**Assumed Names****Activity History**

<b>Filing</b>	<b>File Date</b>	<b>Effective Date</b>	<b>Org. Referenced</b>
Add	1/6/2017 1:20:37 PM	1/6/2017	

**Microfilmed Images**

## Request for Taxpayer Identification Number and Certification

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

**1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.**  
**Sowing Seeds with Faith**

**2 Business name/disregarded entity name, if different from above**

**3 Check appropriate box for federal tax classification; check only one of the following seven boxes:**

Individual/sole proprietor or single-member LLC     C Corporation     S Corporation     Partnership     Trust/estate

Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ \_\_\_\_\_

**Note.** For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner.

Other (see instructions) ▶ **Non Profit Organization**

**4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):**  
 Exempt payee code (if any) \_\_\_\_\_  
 Exemption from FATCA reporting code (if any) \_\_\_\_\_  
(Applies to accounts maintained outside the U.S.)

**5 Address (number, street, and apt. or suite no.)**  
**2925 Bank Street #6**

**6 City, state, and ZIP code**  
**Louisville, Ky, 40212**

**7 List account number(s) here (optional)**

**Requester's name and address (optional)**

Print or type  
See Specific Instructions on page 2.

### Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally 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**

4	0	5	-	3	3	-	0	0	6	6
---	---	---	---	---	---	---	---	---	---	---

**Note.** If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

**OR**

**Employer identification number**

### Part II Certification

Under penalties of perjury, I certify that:

- 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
- 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
- I am a U.S. citizen or other U.S. person (defined below); and
- 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 ▶ *Dr. Manner Young*

**Date** ▶ *August 18, 2017*

### General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.  
**Future developments.** Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at [www.irs.gov/fw9](http://www.irs.gov/fw9).

#### Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1088 (home mortgage interest), 1088-E (student loan interest), 1088-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

*If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.*

By signing the filled-out form, you:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued).
- Certify that you are not subject to backup withholding, or
- 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
- Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

**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.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

**Foreign person.** If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

## Backup Withholding

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

**Payments you receive will be subject to backup withholding if:**

1. You do not furnish your TIN to the requester.
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details).

3. The IRS tells the requester that you furnished an incorrect TIN.

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code* on page 3 and the separate instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships* above.

## What is FATCA reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the instructions for the Requester of Form W-9 for more information.

## Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

## Penalties

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Abuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

## Specific Instructions

### Line 1

You must enter one of the following on this line; do not leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account, list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9.

**a. Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

**Note.** ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

**b. Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

**c. Partnership, LLC that is not a single-member LLC, C Corporation, or S Corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

**d. Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

**e. Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(ii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.