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Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
7/18/2017 8:36 AM
Fee Receipt: \$8.00

COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings Business Filings P.O. Box 718 Frankfort, KY 40602	ARTICLES OF INCORPORATION Non-Profit Corporation
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Pursuant to KRS Section 14A and Chapter 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is **Tower Legacy Foundation, Inc.**

Article II: The purposes for which the corporation is organized are: (a) to preserve the historic legacy of the Carroll Chimes Clock Tower located in Goebel Park, MainStrasse Village, Covington, Kentucky (the "Clock Tower"); (b) to provide for the physical restoration and maintenance of the Clock Tower; (c) to educate the public about the Clock Tower, world clock tower history, clockwork automata, and carillons through informational and musical programs; and (d) to promote the beautification and public use of the park space around the Clock Tower.

Article III: The name of the corporation's registered agent is: **K&P Statutory Services, Inc.** The street address of the corporation's initial registered office in Kentucky is: **2058 Bridgette Lane, Hebron, KY 41048.**

Article IV: The mailing address of the corporation's principal office is: **Hamelin Square, 526 Philadelphia Street, Covington, KY 41011.**

Article V: The number of directors constituting the initial board of directors is: **three (3).** The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

- 1. Charles F. Killian, 502 Garrard Street, Covington, KY 41011**
- 2. Shawn Masters, 2512 Eastern Avenue, Covington, KY 41011**
- 3. Jeff Kennedy, 31 Girard Street, Florence, KY 41042**

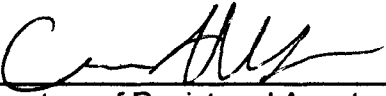
Article VI: The name and mailing address of the incorporator is: **Charles F. Killian, 502 Garrard Street, Covington, KY 41011.**

Article VII: This application will be effective upon filing.

Article VIII: The corporation is organized exclusively for charitable, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the

Consent of Registered Agent:

K&P Statutory Services, Inc., an Ohio corporation qualified to do business in Kentucky, through its' authorized officer, consents to serve as the registered agent on behalf of the corporation.


Signature of Registered Agent

Aaron Mank, Vice President
Print Name and Title

7/11/17
Date