

ARTICLES OF INCORPORATION  
OF  
COMMUNITY OF ANCHORAGE RALLIES FOR EDUCATION, INC. Y. Brown III  
Secretary of State.

Received and Filed  
00/31/2000 10:54 AM  
Fees of \$8.00  
State NA(1)

The undersigned Incorporator, Diane Toop, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or its successor provisions, in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation is Community of Anchorage Rallies for Education, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, are as follows:

(a) The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code (or its successor provision). The Corporation shall receive contributions and fees, and shall distribute its funds for public, charitable, educational and/or scientific purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Act, KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (a), (b), (c), (d) and, if applicable, (e) of this Article II.

(b) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation and the Corporation is not empowered to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of or in opposition to

any candidate for public office. If Section 4945 of the Code is applicable to the Corporation, the Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code. If Section 4945 of the Code is not applicable to the Corporation, the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(c) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section 501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In furtherance of, consistent with and subject to the general and controlling purposes and limitations set forth in this Article II, the particular purposes of the corporation are: the solicitation and receipt of gifts, grants and contributions from individuals, groups, corporations and other sources, public and private, to assist and support financially and otherwise the public school system of the Anchorage Independent School District, Anchorage, Kentucky; to engage in any and all activities, including the making of grants and contributions, which advance education of the citizens of Anchorage, Kentucky through the support of the Anchorage Public School.

(e) Any other provision of these Articles to the contrary notwithstanding, this Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

Larry Harrison  
11400 Ridge Road  
Anchorage, Kentucky 40223

ARTICLE IV

Mailing Address

The mailing address of the Corporation's principal office is:

11400 Ridge Road  
Anchorage, Kentucky 40223

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) members. The initial Board of Directors shall consist of five (5) members, who shall serve until their successors are elected and qualified. The names and addresses of the initial Directors are:

Travis Cochran  
12504 Captains Bridge Way  
Anchorage, Kentucky 40223

J. Thomas Cottingham  
11005 Park Road  
Anchorage, Kentucky 40223

David King  
802 Arbor Drive, North  
Anchorage, Kentucky 40223

Lucy M. Spickard  
1003 Glenbrook Road  
Anchorage, Kentucky 40223

Diane Toop  
2109 Evergreen Road  
Anchorage, Kentucky 40223

## ARTICLE VII

### Members

The Corporation shall have no members.

## ARTICLE VIII

### Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any corporation or association in which any of its Directors is a stockholder, director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

## ARTICLE IX

### Indemnification

Each person who is or was a director, trustee or officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, trustee or officer of another corporation, whether elected or appointed, including

the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer or employee or arising out of such person's status as a member, director, trustee, officer or employee; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the member, director, trustee, officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense, under the Kentucky Nonprofit Corporation Act, or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of members or Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under any other applicable law.

ARTICLE XDissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to the Anchorage Independent School District or its successor organization, but only if the School District or its successor is at that time an organization described in Section 170(c)(1), Section 170(c)(2) or Section 501(c)(3) of the Code or their successor provisions. If the School District does not so qualify upon its dissolution, the Board of Directors shall, after paying or making adequate provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to one or more organizations then described in Section 501(c)(3) of the Code, or its successor provision, to be used consistent with the General Purposes set out above. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, in the manner described above in this Article X.

ARTICLE XILimitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- (c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or

modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

Incorporator

The name and address of the Incorporator is:

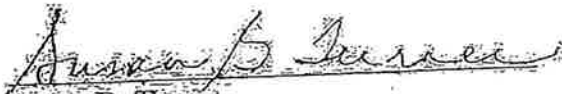
Diane Toop  
2109 Evergreen Road  
Anchorage, Kentucky 40223

Signed by the Incorporator at Louisville, Kentucky, effective this 15<sup>th</sup> day of August,

2000.

  
Diane Toop

This Instrument Prepared By:



Susan B. Turner  
14 Anchorage Pointe  
Anchorage, Kentucky 40223  
(502) 244-6095

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 271B, 273, 275 or 362, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

- 1. The business entity is  a corporation (KRS 271B or KRS 273)  
 a limited liability company (KRS 275)  
 a limited partnership (KRS 362)

2. The name of the business entity is

Community of Anchorage Rallies for Education, Inc.

3. The state or country of incorporation, organization or formation is

Kentucky

4. The name of the initial registered agent is

Larry Harrison

5. The street address of the registered office address in Kentucky is

11400 Ridge Road

Anchorage,

Kentucky

40223

Street

City

State

Zip Code

Signature of registered agent

Larry P. Harrison

Type of Print Name & Title, if applicable

Date: 8/29/00, 19

Document No.: DN2000119890  
 Lodged By: WYATT TARRANT COMBS  
 Recorded On: 09/06/2000 10:05:18  
 Total Fees: 19.00  
 Transfer Tax: .00  
 County Clerk: Bobbie Holsclaw-JEFF CO KY  
 Deputy Clerk: KELLY

END OF DOCUMENT

SSC-103 (7/99)

(See attached sheet for instructions)