

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

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

I, *DREXELL R. DAVIS*, Secretary of State of the Commonwealth of Kentucky certify that there has been delivered to my office articles of incorporation of ELIZABETHTOWN COCA-COLA BOTTLING COMPANY ART SHOW, INC.

The name and address of the registered agent of this corporation is

WILLIAM B. SCHMIDT

NAME

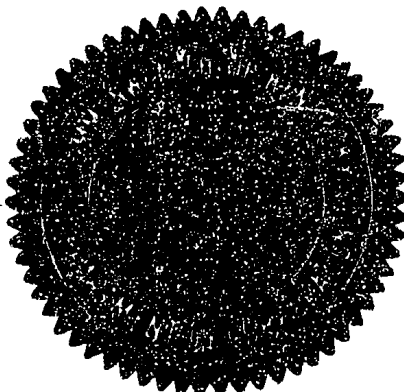
1201 NORTH DIXIE HIGHWAY

STREET ADDRESS

ELIZABETHTOWN, KENTUCKY

CITY, STATE

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



Issued this 13TH day of MARCH, 1978,
at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

MAR 13 1978

Dwight R. Davis
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

ELIZABETHTOWN COCA-COLA BOTTLING

COMPANY ART SHOW, INC.

SECRETARY OF STATE
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Commonwealth of Kentucky
88702

The undersigned incorporator, William B. Schmidt, of 1201 North Dixie Highway, Elizabethtown, Kentucky 42701 hereby forms a non-profit corporation under and by virtue of the laws of the Commonwealth of Kentucky, and hereby adopts the following Articles for its Charter.

ARTICLE I

The name of the corporation shall be Elizabethtown Coca-Cola Bottling Company Art Show, Inc.

ARTICLE II

The corporate existence shall be of perpetual duration, unless sooner dissolved in a manner provided by law.

ARTICLE III

The purpose of the corporation shall be to promote the educational development of the residents of Elizabethtown, Kentucky, by providing exposure to works of art. The activities of the corporation shall include the holding of an annual art show and shall also include such other activities which shall be consistent with its stated purpose, i.e. to promote the educational development of the citizens of Elizabethtown, Kentucky, in art.

ARTICLE IV

The place of business in this state where the principal office is located is 1201 North Dixie Highway, Elizabethtown, Kentucky 42701 and the name and address of its resident agent for the service of process is William B. Schmidt, 1201 North Dixie Highway, Elizabethtown, Kentucky 42701.

ARTICLE V

The name and address of the sole incorporator is William B. Schmidt, 1201 North Dixie Highway, Elizabethtown, Kentucky 42701.

ARTICLE VI

The Corporation shall be a non-profit corporation and shall have all the powers enumerated in KRS Chapter 273 and such other powers as are necessary or incidental to the accomplishment of its stated purposes, provided that such powers are consistent with the laws of the Commonwealth of Kentucky. Notwithstanding this or any other provisions of these Articles, the Corporation shall not carry on any activities nor exercise any powers not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE VII

Directors, officers and members of the corporation shall not be personally liable for any debts or obligations of the corporation.

ARTICLE VIII

Since the purpose of this corporation is

educational, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof.

ARTICLE IX

The affairs and business of the Corporation shall be conducted by the Board of Directors to consist of not less than three (3) nor more than twenty-five (25) members, as shall be established from time to time by the By-Laws of the Corporation. The initial Board of Directors shall consist of four (4) members. The names and addresses of the persons who shall serve as directors until the first annual meeting of the members or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
William B. Schmidt	1201 North Dixie Highway Elizabethtown, Ky. 42701
Janet B. Schmidt	720 Sunrise Lane Elizabethtown, Ky. 42701
Luke B. Schmidt	720 Sunrise Lane Elizabethtown, Ky. 42701
Lawrence W. Schmidt	720 Sunrise Lane Elizabethtown, Ky. 42701

ARTICLE X

The authority to make By-Laws of the corporation shall be vested in the Board of Directors.

ARTICLE XI

Meetings of the members, either annual or special, of which notice has been properly given and which have been duly called, may be held for the transaction of business whenever a quorum is present, and for the purpose of such meetings, a majority of the corporation's members, either present or represented by proxy, shall constitute a quorum.

ARTICLE XII

In the event that this corporation is dissolved, all debts and obligations of the corporation shall be paid in full. The remaining assets, if any, shall be contributed to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall, in their discretion, choose. Any such assets not so distributed shall be disposed of by the proper order of the Circuit Court sitting in the County in which the principal office of the Corporation is located.

IN WITNESS WHEREOF, the incorporator, being a natural person over the age of twenty-one years, has subscribed his name to and has acknowledged these Articles of Incorporation to be his act and deed this 6 day of March, 1978.


William D. Schmidt

STATE OF KENTUCKY)
: SS
COUNTY OF Madison)

On the 6th day of March, 1978, personally appeared before me, William B. Schmidt, incorporator herein, and produced to me, in my office in said County and State, the within Articles of Incorporation of Elizabethtown Coca-Cola Bottling Company Art Show, Inc., and acknowledged same to be his act and deed for the uses and purposes therein mentioned.

My commission expires:

Max Kennell Moffitt
Notary Public, at large
County, Kentucky

My commission expires Oct. 3, 1981

(Seal)

The foregoing Articles of Incorporation were prepared by Thomas J. Lubber, 1000 Kentucky Home Life Building, Louisville, Kentucky 40202.

Thomas J. Lubber

FAHEY & GRAY
ATTORNEYS AT LAW

JAMES E. FAHEY
DAVID W. GRAY

SUITE 1000
KENTUCKY HOME LIFE BUILDING
LOUISVILLE, KENTUCKY 40202
TELEPHONE (502) 585-4245

March 9, 1978

Secretary of State
Corporations Division
Frankfort, Kentucky 40601

SECRETARY OF STATE
RECEIVED
MAR 13 1978

In re: Elizabethtown Coca-Cola Bottling
Company Art Show, Inc.

Dear Sir:

Commonwealth of Kentucky

Enclosed you will find three conformed copies of the Articles of Incorporation of Elizabethtown Coca-Cola Bottling Company Art Show, Inc. and a check in the amount of \$4.00 to cover the filing fee.

Should any problems arise concerning these Articles, please do not hesitate to give me a call.

Sincerely,

Thomas J. Liber
Thomas J. Liber

TJL:W

Enclosures