

**ARTICLES OF INCORPORATION
OF
LONE OAK MIDDLE SCHOOL FOOTBALL ASSOCIATION, INC.**

The undersigned incorporator does hereby declare and affirm the intent and purpose of forming a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky and does hereby adopt Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be LONE OAK MIDDLE SCHOOL FOOTBALL ASSOCIATION, INC.

**ARTICLE II
DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE III
NONPROFIT STATUS**

This Corporation is organized as a nonprofit corporation under the applicable provisions of Chapter 273 of the Kentucky Revised Statutes, generally known as the Kentucky Nonprofit Corporation Act. This Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to its directors or officers except as permitted by applicable law.

**ARTICLE IV
PRIMARY PURPOSES**

The purposes of the Corporation shall be as follows:

- A. To engage in an independent association for the promotion of Lone Oak Middle School's football program;
- B. To insure the quality and availability of football to the students of Lone Oak Middle School of McCracken County, Kentucky;
- C. To encourage and promote the establishment of a strong and effective football program for Lone Oak Middle School; and
- D. To engage in all lawful acts and activities under the provisions of Chapter 273 of the Kentucky Revised Statutes, and to exercise any and all powers that corporations have at the

present time and may now or hereafter exercise under the authority of said Chapter 273, whether or not specifically enumerated therein, and not otherwise prohibited by law.

ARTICLE V CHARITABLE PURPOSES AND POWERS

A. The Corporation is organized exclusively for charitable, literary, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the receipt and acceptance of property, whether real, personal, or mixed, by gift or bequest from any person or entity and the retention and administration of such property in accordance with the terms of these Articles of Incorporation and the Corporation's bylaws. The Corporation is also organized to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or any corresponding section of any future federal tax code.

B. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes. However, notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
2. By any organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE VI CORPORATE EARNINGS AND RESTRICTED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal offices of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Each person who is or was a member, director, 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, 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 costs of expenses thereof, including without limitation attorneys' fees, monetary or other judgments, fines or penalties, and amounts paid or to be paid in settlement, incurred by such person in such person's capacity as aforesaid. Provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any such 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 such person shall have been adjudged liable to the Corporation or to have breached his or her fiduciary duty to the Corporation, or if indemnification shall be prohibited by law. Such right of indemnification shall be deemed to 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.

The indemnification herein provided shall not be deemed exclusive of any rights to which directors, officers, or employees of the Corporation may be entitled under any statute, agreement, or action of the Board of Directors of the Corporation, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or employee of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power or be obligated to indemnify him or her against such liability under the provisions of this Article or the laws of the Commonwealth of Kentucky.

ARTICLE IX STATUTORY CITATIONS

All referenced herein to provisions of the Internal Revenue Code of 1986, as amended, or to the Kentucky Revised Statutes shall be deemed to include statutes which succeed such

provisions (i.e. the corresponding provisions of the future United States Internal Revenue Code and/or the future Kentucky Revised Statutes).

ARTICLE X REGISTERED OFFICE AND AGENT

The registered office of the Corporation is located at 155 Rosemont Drive, Paducah, KY 42001, and its registered agent located at such address is Bart Schofield.

ARTICLE XI PRINCIPAL OFFICE

The principal office of the Corporation is located at 155 Rosemont Drive, Paducah, KY 42001.

ARTICLE XII INCORPORATORS

The incorporator of the Corporation is Donald Byrd, and his address is 6965 Lovelaceville Road, Paducah, KY 42001

ARTICLE XIII BOARD OF DIRECTORS

The business of affairs of the Corporation shall be managed by a Board of Directors. The number of Directors, their terms of office, and qualifications shall be fixed by the Bylaws of the Corporation, as amended, provided that the number of Directors shall not be less than three (3) nor more than thirty (30).

The number of Directors consisting of the initial Board of Directors shall be four (4). The names and address of the members of the initial Board of Directors are as follows:

President and Member:	Donald Byrd	6965 Lovelaceville Rd.	Paducah, KY 42001
Vice President And Member-	Jeff Garner	5335 Jewell Lane	Paducah, KY 42001
Treasurer and Member:	Darrell Crouch	8430 Old Mayfield Road.	Boaz, KY 42027
Secretary and Member:	Theresa Wheat	7370 Old US HWY 45	Boaz, KY 42027

**ARTICLE XIV
MEMBERS**

The Corporation shall not have members.

**ARTICLE XV
TAX EXEMPT STATUS**

It is intended that this Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. All terms and provisions of these Articles and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied, and carried out in accordance with such intent.

IN WITNESS WHEREOF, the undersigned being the person hereinabove named as the Incorporator of the Corporation has executed these Articles of Incorporation this 22 day of September, 2014.



Donald Byrd, Incorporator

STATE OF KENTUCKY)

COUNTY OF McCRACKEN)

Subscribed, sworn to, and acknowledged before me by Donald Byrd, the Incorporator.

My commission expires April 22 2016



Notary Public, State at Large

STATEMENT OF INITIAL REGISTERED AGENT

The undersigned, Bart Schofield, hereby consents to serve as the initial registered agent for LONE OAK YOUTH FOOTBALL ASSOCIATION, INC., a nonprofit corporation formed under the laws of the Commonwealth of Kentucky.



Bart Schofield