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Alison Lundergan Grimes
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF

EMMAUS RESPITE AND RESOURCE CENTER, INC.

The undersigned Incorporator, Gary Sizemore, 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.), in accordance with the following provisions.

ARTICLE I
Name

The name of the Corporation is EMMAUS RESPITE AND RESOURCE CENTER, INC.
(the "Corporation").

ARTICLE II
Purposes and Powers

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

- A. The particular purpose of the Corporation shall be:
1. To provide respite care for adults with disabilities, and education, advice and assistance to families of persons with disabilities.
 2. The general purpose for which the Corporation is organized is otherwise to engage in all lawful activity permitted by law in furtherance of the charitable purposes of the Corporation.

3. Subject to the limitations set out in this Article II, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 4. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts, 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 B, C, or D of this Article II.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this Article II.
- C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax 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:

Gary Sizemore
314 Main Street
Greenup, KY 41144

ARTICLE IV
Principal Office

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

EMMAUS RESPITE AND RESOURCE CENTER, INC.
314 Main Street
Greenup, KY 41144

ARTICLE V
Duration

The Corporation shall have perpetual existence.

ARTICLE VI
Directors

The affairs of the Corporation shall be governed by a Board of Directors consisting of no fewer than (3) members, the exact number, and the manner in which they are elected or appointed, is to be established in the Bylaws of the Corporation. The

names and addresses of the initial directors, who shall serve until the first annual meeting of Directors, or for such other period as may be specified in the Bylaws, are:

Gary Sizemore, 1409 Chestnut Drive, Ashland, KY 41101

Barb Fowler, 213 Cardinal Rd., Russell, KY 41169

Deloris Bentley, 310 Main Street, Greenup, KY 41144

ARTICLE VII **Members**

The Corporation shall not have members.

ARTICLE VIII **Dissolution**

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor provision. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets or one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If possible, the purposes of such charitable donee or donees should be substantially similar to the charitable purposes of the Corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office 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 IX
Limitation 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; 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 X
Amendment

The Articles of Incorporation of the Corporation may be amended in the manner provided by law and by the bylaws of the Corporation as may be adopted, amended and restated by the Board of Directors.

ARTICLE XI
Indemnification

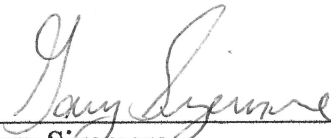
Each person who is or was a member, officer or director of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, officer or director of another Corporation, whether elected or appointed, or of a partnership, joint venture, trust, or other enterprise, may upon majority vote of the Board of Directors 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, officer, director or employee or arising out of such person's status as a member, officer, director or employee; provided, however, 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. 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 under the Kentucky Nonprofit Corporation Act or under this Article, but it shall not be obligated to do so.

ARTICLE XII
Incorporator

The name and address of the Incorporator is:

Gary Sizemore
314 Main Street
Greenup, KY 41144

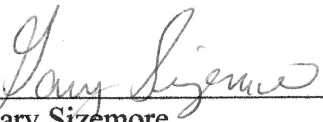
In witness whereof, I have hereunto subscribed my name as Incorporator this 12th day of June, 2012.



Gary Sizemore


Consent of Registered Agent

The undersigned hereby consents to serve as the initial registered agent for EMMAUS RESPITE AND RESOURCE CENTER, INC., as of this the 12th day of June, 2012.



Gary Sizemore

THIS INSTRUMENT PREPARED BY:



Scott Coburn
101 Devin Court
Georgetown, KY 40324
(502) 863-3211