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**Alison Lundergan Grimes**  
**Kentucky Secretary of State**

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## ARTICLES OF INCORPORATION

OF

### INDEPENDENT ADVANTAGE PLACEMENT SERVICES, INC.

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of **Kentucky**, do hereby certify:

#### ARTICLE I

The name of the Corporation shall be **Independent Advantage Placement Services**.

#### ARTICLE II

Said 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.

#### ARTICLE III

The duration of the corporation shall be perpetual.

#### ARTICLE IV

The place in this state where the principal office of the Corporation is to be located in the City of Shelbyville, Shelby County. The name and address of the registered agent shall YLB Accounting & Consulting Services, Inc, Shelbyville, KY 40065. The principal office address will be 330 Main Street, Suite A, Shelbyville, KY 40065.

#### ARTICLE V

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

**John Brown, 7309 E. Cherry Street, Evansville, IN 47715**

#### ARTICLE VI

The personal property of the Directors, officers and members of this corporation shall not be subject to the payment of its corporate debts and liabilities in any manner or to any extent.

## ARTICLE VII

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 Article IV hereof. 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 statement) any political campaign on behalf of or in opposition to any candidate for public office. 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 VIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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

The affairs of the Corporation shall be managed by the Board of Directors, and they shall have general charge of any property and assets of the Corporation. It shall be the duty of the directors to carry out the purposes and functions of the Corporation. The directors shall have the powers and duties set forth in these Articles of Incorporation, and in the By-laws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a non-profit Corporation.

## ARTICLE IV

The names and addresses of the initial Board of Directors are:

1. John Brown, 7309 E. Cherry Street, Evansville, IN 47715
2. Kenny Butler, 2755 Fuquay Road, Newburgh, IN 47630
3. Jerome Martin, 1966 Ridge Road, Dallas, GA 30157
4. Russell Foster, 2212 Century Oaks, Charlotte, NC 28262
5. Shonda Smith, 5100 D Lenape Lane, Evansville, IN 47715
6. Anthony Leachman, 61 Sandbar Lane, Frankfort, KY 40601

In witness whereof, we have hereunto subscribed our names to duplicate originals, this 30  
day of NOVEMBER, 2011.

Independent Advantage Placement Services, Inc.

BY THE INCORPORATORS:

John Brown  
\_\_\_\_\_

This instrument was acknowledged, subscribed and sworn to before me by John  
Brown and \_\_\_\_\_ on this 30 day of November, 2011.

MY COMMISSION EXPIRES:

Yolanda T. Biscoff  
March 21, 2015  
NOTARY PUBLIC STATE OF ARIZONA  
Notary ID 439444

YLB Accounting & Consulting Services, Registered Agent  
Yolanda T. Biscoff