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Alison Lundergan Grimes
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**ARTICLES OF INCORPORATION
OF
LOUISVILLE FSC BASIC SKILLS, INC.**

The undersigned hereby incorporate a nonprofit corporation (“Corporation”) without capital stock or stockholders, under the provisions of KRS 273.161 et seq., and for that purpose adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of the Corporation is “Louisville FSC Basic Skills, Inc.”

ARTICLE II

Purposes and Powers

(1) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or objective, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of ARTICLE II of these Articles of Incorporation.

(2) The objectives and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

(a) To provide opportunities for individuals and groups of all ages, abilities, and backgrounds to learn the skills and attributes required to participate in, and to enjoy, the art and sport of figure skating in accordance with the Basic Skills Program established and endorsed by United States Figure Skating;

(b) To afford individuals with mental and/or physical challenges the opportunity to learn more about and enjoy the physical, mental, and social benefits of figure skating;

(c) To afford individuals the opportunity to participate in competitions, exhibitions, open houses, and other events designed to foster camaraderie and to facilitate character development, sportsmanship, and charitable causes; and

(d) To provide opportunities for interested individuals to volunteer their time to assist in the education of others in the art and sport of figure skating;

(e) In furtherance of subparagraphs (a) through (d) above, to conduct and carry on its work, not for profit, but exclusively for charitable, scientific, sport, and/or educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue code of 1986, as amended (“Code” references herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of the subsequent Federal tax laws), in such manner (i) that no part of the income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) that no substantial part of the Corporation’s activities shall be carrying on propaganda or otherwise attempt to influence legislation.

(f) As a particular purpose in furtherance of, consistent with, and subject to , the general and controlling purposes set forth in Section (2)(a) through (2) (d) of this ARTICLE II, to organize, promote, foster and assist (whether financially or otherwise), obtain designations and certifications, and conduct such charitable, scientific, art, sport, and educational enterprises and activities as from time to time may be determined, selected or decided upon by the Corporation’s Board of Directors.

(g) In furtherance of, and at all times, subject to, the aforesaid purposes, enterprises, activities, and projects:

- (i) To solicit and acquire by gift, grant, devise, transfer, exchange or otherwise, personal and/or real property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;
- (ii) To invest and reinvest any such property and the increments in, and avails or proceeds of any such property in such investments as may be deemed advisable from time to time by the Corporation’s Board of Directors, including, but not limited to stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings, certificates of deposit and other depository accounts and other securities and properties;

- (iii) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire , for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;
- (iv) To accept gifts, grants, bequests or devises, or investments of property of any kind which any individual, firm, corporation, partnership, organization, governmental entity or other entity may make to the Corporation, upon the terms, trusts and conditions set forth in the deed of gift, agreement, will, trust, or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;
- (v) To borrow money and give security therefor by pledging, mortgaging or otherwise hypothecating any property it may own, or any interest it may have in such property; and
- (vi) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that he doing of such act or thing is not inconsistent with the provisions of Chapter 273 of the Kentucky Revised Statues, or any other applicable law or statute of the Commonwealth of Kentucky, or section 502(c)(3) of the Code.

ARTICLE III

Duration

The Corporation shall have perpetual duration.

ARTICLE IV

Members

There shall be no members of the Corporation.

ARTICLE V

Board of Directors

- (1) All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors.
- (2) The Board of Directors shall consist of such number of individuals as may be fixed by the Bylaws of the Corporation (hereinafter "Bylaws"); provided, however, that the Board of Directors may not consist of fewer than three individuals.
- (3) A director may be removed as provided in the Bylaws.

ARTICLE VI

Initial Board of Directors

- (1) The number of directors constituting the initial Board of Directors is three, and the name and mailing address of each person who is to serve as an initial director is as follows, with each person to serve until the first meeting of the Board of Directors and until such director's successor in office is elected and shall qualify:

NAME	ADDRESS
Darryl F. Coffelt	1708 Model Road Louisville, Kentucky 40216
Kathiejane Oehler	6316 Breeze Hill Road Crestwood, Kentucky 40014
Naomi Lee Ray Oehler	6316 Breeze Hill Road Crestwood, Kentucky 40014

ARTICLE VII

Registered Office – Registered Agent

The street address of the initial registered office of the Corporation is 1825 Gardiner Lane, Louisville, Kentucky 40205 and the name of the registered agent at such office is Darryl F. Coffelt.

ARTICLE VIII

Principal Office

The mailing address of the principal office of the Corporation is 1825 Gardiner Lane, Louisville, Kentucky 40205.

ARTICLE IX

Distribution of Assets Upon Dissolution

If at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor.
- (b) Assets that have been received and are held by the Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes shall be transferred to conveyed to
 - (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501(c)(3) of the Code, (ii), the Federal Government, or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law;
- (c) Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies, or organizations organized under the laws of any state that are exempt under section 502(c)(3) of the Code, (ii), the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

- (d) Any assets not disposed of pursuant to the previous provisions of this ARTICLE IX shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 502(c)(3) of the Code.

ARTICLE X
Incorporator

Darryl F. Coffelt, whose mailing address is 1708 Model Road, Louisville, Kentucky 40216, is the sole incorporator of the Corporation.

ARTICLE XI
Indemnification of Directors and Officers

(1) To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II hereof, the Corporation shall indemnify each director and officer of the Corporation against expenses (including, but not limited to attorneys' fees and court costs), judgments, taxes, penalties, fines (including but not limited to, any excise tax assessed with respect to any employee benefit plan), and amounts paid in settlement (collectively, a "Liability"), incurred by such director or officer in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer is, or was, a director or officer of the Corporation, or is, or was, serving at the request of the Corporation as a member, director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise.

(2) To the fullest extent authorized or permitted by, and in accordance with, the provisions of Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the corporation shall pay or reimburse expenses, including, but not limited to attorneys' fees and court costs) incurred by a director or officer of the Corporation who is party to a proceeding in advance of final disposition of such proceeding;

(3) The indemnification against liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE XI shall, to the fullest extent authorized or permitted by, and in accordance with, the provisions of Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, not be deemed exclusive of other rights, if any, to which such director or officer of the Corporation seeking such indemnification or advancement may be entitled under the Bylaws or any agreement, action of disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(4) Any repeal or modification of this ARTICLE XI shall not adversely affect any right or protection of a director or officer of the Corporation under this ARTICLE XI with respect to any act or omission occurring prior to the time or such repeal or modification.

ARTICLE XII

Elimination of Certain Liability of Directors

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of any applicable law, or (iii) for any transaction from which such director derived an improper personal benefit. This ARTICLE XII shall continue to be applicable with respect to any such breach of duties by a director of the Corporation in his/her capacity as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

ARTICLE XIII

Private Property of Incorporator and Directors

None of the private real or personal property of the Incorporator or any Director of the Corporation shall be subject to any of the Corporation's debts and liabilities at any time.

ARTICLE XIV
Severability of Provisions

Except as may conflict with the provisions of ARTICLE II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

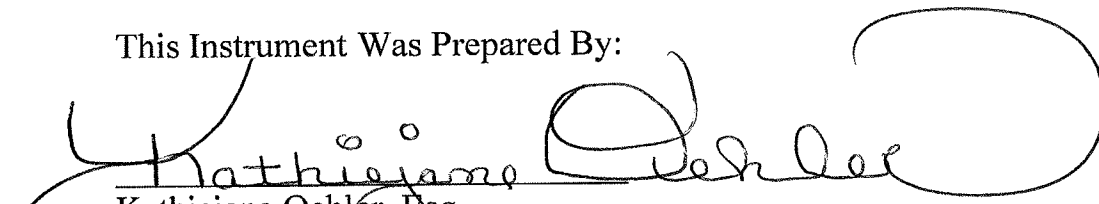
ARTICLE XV
Amendments

These Articles of Incorporation and the Corporation's Bylaws may be amended at any time upon the approval of the majority of the then elected and qualified directors; except that any amendment that will change the number of directors or the representation on the Board shall require the approval of no less than seventy-five percent of the then elected and qualified directors and any amendment that will change the purposes and/or powers of the Corporation shall require unanimous approval of the then elected and qualified directors.

IN THESTIMONY WHEREOF, witness the signature of the undersigned incorporator on this the 14th day of May, 2014.


DARRYL F. COFFELT
INCORPORATOR

This Instrument Was Prepared By:


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