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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
Non-Profit Corporation

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I. Name.

The name of the corporation is: LIVING IMAGE HOLDINGS, INC.

Article II: Purpose.

This corporation is organized and operated exclusively for charitable purposes, namely holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code.

Article III. Registered Agent.

The name of the corporation's registered agent is John Lindsey, and the street address of the corporation's initial registered office in Kentucky is 535 W. Second Street, Lexington, KY 40508.

Article IV. Mailing Address.

The mailing address of the corporation's principal office is P.O. Box 2104, Lexington, KY 40588.

Article V. Directors.

The number of directors constituting the initial board of directors is three. The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

- Jim Connell, 991 Bryan Ave., Lexington, KY 40505
- Jeff Yeary, 308 Keene Manor Circle, Nicholasville, KY 40356-7009
- Terry Ensor, 237 S Hill Rd, Versailles, KY 40383-8619

Article VI. Incorporator.

The name and mailing address of the incorporator is John Lindsey, 535 W. Second Street, Lexington, KY 40508.

Article VII. Effective Date.

This application will be effective upon filing.

Article VIII. Miscellaneous.

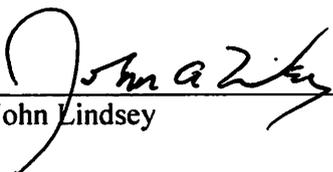
- A. The sole member of the corporation shall be Lexington Rescue Mission, Inc., a non-profit corporation of the State of Kentucky. The authority of the member and the corporation's Directors and the manner of admission of the Directors, shall be set forth in the Bylaws of the corporation.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors (also known as "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 herein.

- 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 by a corporation exempt from federal income tax under section 501(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- E. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code: (1) to Lexington Rescue Mission, Inc., as long as such organization remains an organization recognized by the Internal Revenue Service as exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code, but if such is not the case, (2) to such other 501(c)(3) organization(s) as the board of directors of the corporation shall determine. Any such assets not so disposed of shall be disposed of by the court of 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.
- F. The private property of the directors and member of the corporation shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the directors or member of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.
- G. These Articles of Incorporation may be amended upon a two-thirds (2/3) majority vote of the Board of Directors, provided that the corporation's member provides prior written consent to the amendment. Directors shall be given notice of the meeting at which any amendment to these Articles of Incorporation will be considered and the text of the proposed amendment at least fourteen (14) days prior to the meeting.

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Incorporator



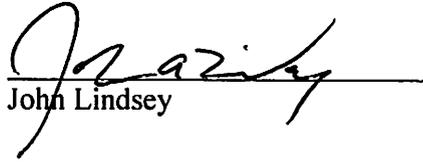
John Lindsey



Date

Registered Agent

I, John Lindsey consent to serve as the registered agent on behalf of the corporation.


John Lindsey


Date