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ADD**Michael G. Adams**
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
PIECES OF HOPE, INC**

We, the undersigned, voluntarily form a nonstock, nonmember, nonprofit corporation pursuant to and under the laws of the State of Kentucky pursuant to KRS 273.161 to 273.390, and hereby certify:

ARTICLE I

The name of the corporation is Pieces of Hope, Inc

ARTICLE II

Purpose of the Corporation

The purpose of the corporation is to work with people who have Alzheimer's, Dementia, and/or Parkinson's and their families to improve their lives by challenging minds and bodies through education and exercise.

In carrying out its exempt purposes, the organization shall have all of the powers allowed by nonprofit corporations by Chapter 273 of the Kentucky Revised Statutes to such extent that such powers do not violate Section 501(c)(3) of the Internal Revenue Code.

The corporation is formed exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future tax code or laws.

ARTICLE III

Operations Prohibitions

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 these Articles of Incorporation. No substantial part of the activities of the corporation shall include 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. Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation recognized as 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 IV

Dissolution Clause

Upon the corporation's dissolution, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

ARTICLE V

Duration

The duration of the corporation shall be perpetual.

ARTICLE VI

Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect the organization's interest when contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit or charitable organizations.

Paragraph 2 Definitions

1. Interested Person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.

2. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (a) an ownership or investment interest in any entity with which the organization has a transaction or arrangement, (b) a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or (c) a potential ownership or

investment interest in, or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 3 Part 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Compensation - Compensation includes direct or indirect remuneration and bonuses, retirement plan payments, unreimbursed allowances, certain portion of life insurance premiums, gifts, and favors that are not insubstantial.

Paragraph 3 Procedures

1. Duty to Disclose – In connection with any actual or potential conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of the Board of Directors and members of committees which have governing board delegated powers and which are considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists - After the disclosure of the financial interest and all material facts and after any discussion with the board or committee, the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

3. Procedure for Addressing the Conflict of Interest – An interested person may make a presentation at the governing board or committee meeting. Still, after the presentation, she/he shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the potential conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising the necessary due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

Suppose a more advantageous transaction or arrangement which does not involve a conflict of interest is not reasonably attainable under the circumstances. In that case, the governing board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the organization's best interest, for its own interest, and whether it is fair and reasonable. In conformity with the above determination, the governing board or committee shall decide whether to enter the transaction or arrangement.

Suppose the governing board or committee has reasonable cause to believe a member has failed to disclose an actual or potential conflict of interest. In that case, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation, as warranted by the circumstances, the governing board or committee determines the member failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

Paragraph 4 Records of Proceedings

The minutes of the governing board and all committees with the board delegated powers shall contain (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest; (b) the nature of the financial interest, (c) the governing board's or committee's decision as to whether a conflict of interest in fact existed; (d) the minutes shall also contain the names of persons who were present for discussions and votes relating to the transaction or arrangement; (e) the content of the discussions, including any alternatives to the proposed transaction or arrangement, and (f) a record of any votes taken in connections with the proceedings.

Paragraph 5 Compensation

A voting member of the governing board, who receives compensation, directly or indirectly, from the organization for services, is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee, with jurisdiction over compensation matters who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing boards or any committee whose jurisdiction over compensation matters, who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Paragraph 6 Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers, shall annually sign a statement which affirms such person has received a copy of the conflict policy, has read and understands such policy, has agreed to comply with the policy, and understands that organization is charitable and that in order to maintain its federal tax exemption; it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Paragraph 7 Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include (1) whether compensation arrangements are reasonable, are based on competent survey information, and the result of arm's length bargaining; (2) whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, advance charitable purposes and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Paragraph 8 Use of Outside Experts

When conducting the periodic reviews, as provided for in Paragraph 7, the organization may, but need not, use outside advisors. If the outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Any director, officer, or key employee, who has an interest in a contract or other transaction presented to the Board of Directors or a committee, thereof, for authorization, approval, or ratification, shall make a prompt and full disclosure of his interest to the Board or a committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall, thereupon, determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that the conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, use her/his personal influence on, or participate (other than to present factual information or to respond to questions) in the discussion or deliberation with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The meeting minutes shall reflect the disclosure made the vote thereon, the abstention from the voting and participation, and whether a quorum was present.

ARTICLE VII

Employment of Board Members

Individuals on the Board of Directors that are employed by the corporation will:


1. Be compensated in the capacity as a board member only for justifiable expenses related to meetings (mileage, etc.)
2. Remove herself/himself from the voting process when determining the compensation, benefits, etc. in his/her capacity as an employee.
3. Ensure that all compensation/salaries paid to any employee of the corporation will be reasonable for the services rendered and comparable with other like exempt organization's executive's compensation.

ARTICLE VIII

Name & Address of the Registered Agent, Office, Incorporator, and Principal Office

Principle Office Address: 4306 Belle Rive Cir. Bowling Green, KY 42101
Registered Agents Address: 4306 Belle Rive Cir. Bowling Green, KY 42101

Jill Steffey agrees to serve as the registered agent and the incorporator:

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ARTICLE IX

Name and Addresses of Incorporators and Board of Directors

Initial 3

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

1. Jill Steffey – President – 4306 Belle Rive Cir. Bowling Green, KY 42101
2. Pete Dotson – Vice President - 4306 Belle Rive Cir. Bowling Green, KY 42101
3. Roberta Wolgast – Secretary - 4306 Belle Rive Cir. Bowling Green, KY 42101

ARTICLE X

Indemnification

Each person who is or was a director or officer of the corporation, whether elected or appointed, shall be indemnified by the corporation to the full amount of any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director or officer, arising out of such person's status as a director or officer; 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 convicted liable on the basis that such person improperly received a personal benefit, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right. It shall include the corporation's right to be paid the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding. Any repeal or modification of this Article shall not affect any right or obligation then existing. If any indemnification payment required by this Article is not paid by the corporation within ninety (90) days after the corporation has received a written claim, the director or officer may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may, but not be obligated to, 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 against such liability, cost, or expense under the Kentucky Nonprofit Act or under this article. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members of the Board of Directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article, which shall have been invalidated or by any other applicable law

ARTICLE XI

No director shall be personally liable to the corporation for monetary damages for breach of any 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 in which involve intentional misconduct or are known to the director to be a violation of law: or

c. For any transaction from which the director derives an improper personal benefit.