

1326709.09 mmoore  
NAOI  
Michael G. Adams  
Kentucky Secretary of State  
Received and Filed:  
12/13/2023 10:29 AM  
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION**

**ARTICLE I**

**Name**

**1.1 Name**

The name of this corporation shall be RFG Integrative Fitness, Inc. (the "**Corporation**"). The business of the Corporation may be conducted as RFG Integrative Fitness, Inc.

**ARTICLE II**

**Duration**

**2.1 Duration**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

**Purpose**

**3.1 Purpose**

RFG Integrative Fitness, Inc. is a non-profit corporation and shall operate exclusively for educational and 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.

The specific purpose of this Corporation is to (i) promote and facilitate tenacity and exceptionalism of children and adults with physical challenges by broadening the accessibility of kickboxing through innovative methods, one of a kind equipment modifications, and an inclusive gym culture that discourages prejudice and discrimination and (ii) advocate for the inclusion of children and adults with physical challenges in mainstream activities.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and program in order to have a greater impact for change.

The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

## **ARTICLE IV Non-Profit Nature**

### **4.1 Non-profit Nature**

RFG Integrative Fitness, Inc. is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. NO part of the net earnings of RFG Integrative Fitness, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

RFG Integrative Fitness, Inc. is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocable dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **4.2 Personal Liability**

No officer or director of this Corporation shall be personally liable for the debts or obligations of RFG Integrative Fitness, Inc. of any nature whatsoever, nor shall any other property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

### **4.3 Dissolution**

Upon termination or dissolution of the RFG Integrative Fitness, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of the RFG Integrative Fitness, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the RFG Integrative Fitness, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the RFG Integrative Fitness, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be

distributed, giving preference if practicable to the organizations located within the Commonwealth of Kentucky.

In the event that the court shall find that this section is applicable but there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Kentucky to be added to the general fund.

**4.4 Prohibited Distributions**

No part of the net earnings, or properties of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

**4.5 Restricted Activities**

No substantial part of the Corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**4.6 Prohibited Activities**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contribution 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 V  
Board of Directors**

**5.1 Governance**

RFG Integrative Fitness, Inc. shall be governed by its board of directors.

**5.2 Initial Directors**

The number of directors constituting the initial board of directors shall be seven (7). They are:

- Lindsay Haycraft
- Eric Haycraft
- Joe Vicars
- Jennifer Vale
- Amy Verst
- Amy Turner
- David Schwartz

**ARTICLE VI  
Membership**

**6.1 Membership**

RFG Integrative Fitness, Inc. shall have one class of members as provided in the Corporation's Bylaws.

**ARTICLE VII  
Amendments**

**7.1 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE VIII  
Address of the Corporation**

**8.1 Corporate Address**

The mailing address of the Corporation is: 3009 Lynnwood Way, Louisville, KY 40299.

**ARTICLE IX  
Appointment of Registered Agent**

**9.1 Registered Agent**

The registered agent of the Corporation shall be:

Lindsay Haycraft  
3009 Lynnwood Way  
Louisville, KY 40299

**ARTICLE X: Incorporator**

**10.1 Incorporators**

The incorporators of the Corporation are as follow:

David Schwartz  
43 East Owl Creek Lane  
Fairview, NC 28730

**Certificate Of Adoption Of Articles of  
Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of RFG Integrative Fitness, Inc. were approved by the board of directors on December 2, 2023 and constitute a complete copy of Articles of Incorporation of the RFG Integrative Fitness, Inc.

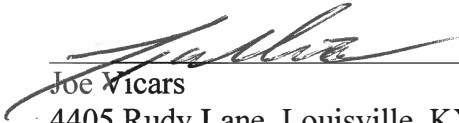
Names, addresses and signatures of all directors and incorporators.



Lindsay Haycraft  
3009 Lynnwood Way, Louisville, KY 40299



Eric Haycraft  
3009 Lynnwood Way, Louisville, KY 40299



Joe Wicars  
4405 Rudy Lane, Louisville, KY 40207



Jennifer Vale  
6422 Fible Ln, Crestwood, KY 40014



Amy Verst  
1331 Brook St, Apt #1, Louisville, KY 40208



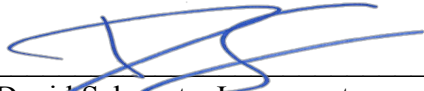
Amy Turner  
315 Clover Lane, Louisville, KY 40207



David Schwartz  
43 East Owl Creek Lane, Fairview, NC 28730

---

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



\_\_\_\_\_  
David Schwartz, Incorporator  
12/13/23

Acknowledgement of consent to appointment as registered agent.

I, Lindsay Haycraft, consent to serve as the registered agent for RFG Integrative Fitness, Inc. as appointed herein.

Registered Agent:  \_\_\_\_\_

Date: 12/13/23