

ARTICLES OF INCORPORATION
OF
The Middleton Foundation Corp.

FIRST. The name of the corporation is The Middleton Foundation Corp..

SECOND. Said organization 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 the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The business activity for said organization is as follows: This organization will support people in need of educational and medical assistance.

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of this organization shall be the carrying on propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or 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 the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, assets remaining 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization 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.

THIRD. The street address of the corporation's initial registered office is 9900 Corporate Campus Drive, Suite 3000, Louisville, KY 40223, County of Jefferson and the name of its initial registered agent at that office is United States Corporation Agents, Inc.

FOURTH. The mailing address of the corporation's principal office is 20 Stonebridge Rd, Louisville, KY 40207.

FIFTH: The number of directors constituting the initial board of directors is three (3). The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Jason T. Middleton, 20 Stonebridge Rd, Louisville, KY 40207.
Edwin G. Middleton, 20 Stonebridge Rd, Louisville, KY 40207.
Ava Jane Middleton, 20 Stonebridge Rd, Louisville, KY 40207.

SIXTH: The incorporator of the corporation is LegalZoom.com, Inc., 101 N. Brand Blvd., 10th Floor, Glendale, CA 91203.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: April 18, 2022

LegalZoom.com, Inc., Incorporator

By: 
Cheyenne Moseley, Assistant Secretary

I, United States Corporation Agents, Inc., consent to serve as the registered agent on behalf of the corporation.


Signature of Registered Agent

By: Cheyenne Moseley, Assistant Secretary
of United States Corporation Agents, Inc.