

**0854511.09** mstratton  
NAOI  
**Alison Lundergan Grimes**  
**Kentucky Secretary of State**  
Received and Filed:  
4/8/2013 8:12 AM  
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION**

**OF**

**DRESS FOR SUCCESS LEXINGTON INC.**

**a Kentucky non-stock, non-profit corporation**

The undersigned, acting as incorporator of a corporation under the Kentucky Nonprofit Corporations Act, including Chapter 273, of the Kentucky Revised Statutes, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is DRESS FOR SUCCESS LEXINGTON INC.

SECOND: The period of its duration is perpetual.

THIRD: This corporation is organized to promote the economic independence of disadvantaged women by providing them with professional attire, a network of support and career development tools. It is organized exclusively for this charitable reason pursuant to Section 501(c)(3) and any other applicable provision of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), and for and including the transactions of any and all lawful business for which corporations may be incorporated under Chapter 273 of the Kentucky Revised Statutes.

FOURTH: The address of the initial registered office of the corporation is 1005 Richmond Road, Lexington, KY 40502, and the name of its initial registered agent is Analisa Wagoner. The consent of the initial registered agent is found at the foot hereof.

FIFTH: The address of the principal office of the corporation is 1005 Richmond Road, Lexington, KY 40502.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first meeting of the board or until the successor(s) are elected and shall qualify according to the Bylaws of this corporation are:

**Analisa Wagoner**  
**729 Aurora Avenue**  
**Lexington, KY 40502**

**Jennifer Monarch**  
**2378 Patchen Wilkes Drive**  
**Lexington, KY 40509**

**Benjamin Monarch**  
**2378 Patchen Wilkes Drive**  
**Lexington, KY 40509**

The board of directors shall be empowered to increase or decrease the number of directors by an amendment to the Bylaws, provided that in no case shall the number be less than three. A director may be removed for cause, an irreconcilable conflict of interest, or failure to attend a majority of board meetings in a year by a two-thirds vote of all currently-serving board members.

SEVENTH: The name and address of the incorporator is:

**Jennifer Monarch**  
**2378 Patchen Wilkes Drive**  
**Lexington, KY 40509**

EIGHTH: Provisions for the regulation of the internal affairs of this corporation shall be set forth in the Bylaws to be adopted by the board of directors.

NINTH: No part of the net earnings of the corporation shall be used for the benefit of, or be distributable to its members, officers, staff, 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. 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 nor intervene in any political campaign on behalf of any candidate for public office or political party. The corporation shall not carry on any other activities prohibited by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by a corporation, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code of 1986, as amended.

TENTH: The private property of the members of this corporation shall not be subject to the payments of the debts or other liabilities of the corporation. All applicable state statutes governing liability and indemnification are incorporated herein.

ELEVENTH: Upon dissolution of the corporation, the board of directors shall, after making provision for the payment of the corporation's liabilities, dispose of all assets of the corporation exclusively for the purposes of the corporation or to other organizations which operate exclusively for charitable, educational, religious or scientific purposes.

EXECUTED BY Jennifer Rose Monarch, Jennifer Rose Monarch ON 4/6/13  
Printed name of incorporator      Signature of incorporator      Date

I, Analisa Wagoner, CONSENT TO SERVE AS THE REGISTERED AGENT ON BEHALF OF THIS CORPORATION.

Analisa Wagoner  
Signature of registered agent  
Co-Founder  
Title of individual signing as registered agent