

**ARTICLES OF INCORPORATION
OF
iEMERGE, INC.**

The undersigned incorporators execute these Articles of Incorporation for the purpose of forming and do hereby form a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 et seq., in accordance with the following provisions:

**ARTICLE I
Name**

The name of the corporation is iEmerge, Inc.

**ARTICLE II
Purposes and Powers**

(A) The corporation is organized and operated for any lawful purpose including but not limited to, educational and civic purposes. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporation by Chapter 273 of the Kentucky Revised Statutes.

(B) In furtherance of the general purposes in paragraph (A), the particular purpose of the corporation is: To provide professional education, mentoring, networking and career development for young professionals and for other lawful purposes permitted for organizations exempt under Section 501(c)(3) of the International Revenue Code or corresponding section of any future federal tax code.

(C) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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. Notwithstanding any other provisions 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)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

(D) Upon dissolution of the corporation, after paying or making provisions for the payment of all liabilities of the corporation, the remaining assets of the corporation shall be distributed exclusively for educational, charitable and scientific purposes or to promote social welfare to one or more organizations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
Directors

The business and affairs of the corporation shall be governed by a board of directors. The members of the initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualify. A director may be removed from office by a majority vote of the board of directors, with or without cause. The name's and mailing addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Richard-Abraham Rugnao	1712 19 th Street #212 Bakersfield, California 93301
Ben VanHorn	1712 19 th Street #212 Bakersfield, California 93301
Monica McCluney	1712 19 th Street #212 Bakersfield, California 93301
Carmen Ortiz-McGhee	1712 19 th Street #212 Bakersfield, California 93301

ARTICLE IV
Limitation of Director Liability

No director shall be personally liable to the corporation for monetary damages for breach of his 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 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.

If the Kentucky Revised Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right of protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE V Officers

The bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

ARTICLE VI Indemnification

Each person who is or was a director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suite, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the member, director, trustee, officer, or employee 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 expenses of prosecuting such claim. The corporation may 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 Corporation Acts or under this article, but it shall not be obligated to do so. 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 or 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 that shall not have been invalidated or by any other applicable law.

ARTICLE VII
Registered Office and Registered Agent

The street address of the initial registered office of the corporation in the Commonwealth of Kentucky is 1510 West Chestnut Street, Louisville, Kentucky 40203.

The initial registered agent at the same address is David W. Tandy.

ARTICLE VIII
Principal Office


The mailing address of the principal office of the corporation is 1510 West Chestnut Street, Louisville, Kentucky 40203.

ARTICLE IX
Incorporator

The name and address of the incorporator is:

David W. Tandy, Esq.
1510 West Chestnut Street
Louisville, Kentucky 40203

Signed by the incorporator at 1510 West Chestnut Street, Louisville Kentucky, 40203 on this the 3rd day of October, 2014.



David W. Tandy, Esq.