

**ARTICLES OF INCORPORATION
OF
JOINMUNCH INC.**

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Alison Lundergan Grimes
Kentucky Secretary of State
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The undersigned incorporator executed these Articles of Incorporation for the purpose of forming a corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

1. **Corporate Name.** The name of the corporation shall be JoinMunch Inc. (the "Corporation").
2. **Authorized Shares.** The Corporation shall have authority to issue 1000 shares.
3. **Registered Office and Agent.** The street address of the Corporation's initial registered office shall be 415 E Market Street, Suite 101, Louisville, KY 40202. The name of the Corporation's initial registered agent at the office shall be Fort Phelps PLLC.
4. **Principal Office.** The mailing address for the Corporation's principal office shall be 1328 Hepburn Avenue, Apt. 1, Louisville, Kentucky 40204
5. **Board of Directors.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and thing as may be exercised or done by the Corporation. The number of directors and their terms shall be as provided in the Bylaws. The directors of the Corporation shall be elected in the manner described in the Bylaws.
6. **Indemnification of Directors and Officers.** Each person who is or becomes an officer or director of the Corporation shall be indemnified and advanced expenses by the Corporation with respect to all threatened, pending or completed actions, suits or proceedings in which that person was, is, or is threatened to be made a named defendant or respondent because he is or was a director or officer of the Corporation. This Article 6 obligates the Corporation to indemnify and advance expenses to its officers or directors only in connection with proceedings arising from that person's conduct in his official capacity with the Corporation to the extent permitted by the Kentucky Business Corporation Act, as amended from time to time. The indemnification and advancement of expenses provided by this Article 6 shall not be deemed exclusive of any other rights to which directors and officers may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise.
7. **Limitation of Director Liability.**
 - (a) Except as otherwise provided by Article 7(b) below, no director of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of his duties as a director.
 - (b) Nothing in Article 7(a) above shall be deemed or construed to eliminate or limit the liability of a director for:
 - (i) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders;
 - (ii) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of law;

- (iii) Any vote for or assent to an unlawful distribution to shareholders which is prohibited under the Kentucky Business Corporation Act, as amended from time to time; or
- (iv) Any transaction from which the director derived an improper personal benefit.

8. **Duration.** The Corporation shall have perpetual existence unless sooner terminated by voluntary or involuntary dissolution.

9. **Incorporators.** The name and mailing address of the incorporator is: Tony L. Ramos, 31-21 46th Street, 3rd Floor, Astoria, New York, 11103.



Tony L. Ramos, as *Incorporator*

**CONSENT TO SERVE AS INITIAL REGISTERED AGENT
FOR
JOINMUNCH INC.**

The undersigned hereby consents to serve as the initial registered agent for JoinMunc Inc., as contemplated by the Corporation's Articles of Incorporation.

FORT PHELPS PLLC

By: Nathan S Fort
Nathan S. Fort, *Managing Member*