ARTICLES OF ORGANIZATION OF IGNITE THE NORSE, LLC

1302119.06 mmoore LRAO Michael G. Adams Kentucky Secretary of State Received and Filed: 10/12/2023 9:33 AM Fee Receipt: \$40.00

The undersigned incorporator executes these Articles of Organization for the purpose of forming, and does hereby form, a nonprofit LLC (the "Organization") under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of an LLC organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

ARTICLE I Name

The name of the LLC is IGNITE THE NORSE, LLC.

ARTICLE II Purposes and Powers

The LLC is organized and operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code). The LLC shall receive contributions and fees, and shall distribute its funds for charitable, religious and educational purposes. In carrying out its corporate purposes, the LLC shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

Any other provision of these articles to the contrary notwithstanding, the LLC shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the LLC shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the LLC shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in furtherance of Section 501(c)(3) purposes; no substantial part of the activities of the LLC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the LLC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and the LLC shall not carry on any activities denied to: (a) a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

ARTICLE III Registered Office and Registered Agent

The street address of the initial registered office of the LLC is 195 Buttermilk Pike, Lakeside Park, KY 41017. The name of the initial registered agent at that address is Aaron Buchanan.

ARTICLE IV Principal Office

The mailing address of the LLC's principal office is 195 Buttermilk Pike, Lakeside Park, KY 41017

ARTICLE V Directors

The LLC shall be governed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) members, the exact number and the terms of each to be set in the manner provided for in the Bylaws. The initial Board of Directors of the Corporation shall consist of six (6) persons who shall serve until the first annual election of Directors or until their successors are elected and qualified. The names and mailing addresses of said directors are:

Arlan Howard 4110 Bach Buxton Rd Batavia, Ohio 45103

Lawrence Ray Travis Jr. 447 Deepwoods Dr Highland Heights, Ky 41076

Earl Thomas Baker 3295 Blackbird Dr. Burlington, KY 41005 James Ranshaw 5404 Dodsworth Lane Cold Spring, KY 41076

Aaron Michael Buchanan 10469 Brookhurst Ln. N Union, KY 41091

David Robert Zint 11385 Flatwoods Rd Alexandria, KY 4100

ARTICLE VI Officers

The Bylaws shall provide for such officers and committees as are necessary for the proper administration of the LLC's activities. The officers of the LLC shall be elected for such term and in such manner as is provided in the Bylaws.

ARTICLE VII Bylaws

The Bylaws for the LLC shall be adopted, and may be amended or repealed, by the Board of Directors.

ARTICLE VIII Exemption From Liability and Indemnification

The private property of the directors of the LLC shall be exempt from liability for any and all debts of the LLC.

The LLC shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the LLC) by reason of the fact that he is or was a director, officer, employee or agent of the LLC, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors may be specified in the Bylaws.

ARTICLE IX Limitation of Director Liability

No director shall be personally liable to the LLC for monetary damages for breach of his duties as a director except for liability:

- 1. (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the LLC;
- 2. (b) For acts or omissions not taken in good faith or which involve intentional misconduct or are known to the directors to be a violation of law; or

3. (c) For any transaction from which the director derived an improper personal benefit. If the Kentucky Revised Statutes are amended after the effective date of these Articles of Organization to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the LLC shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the LLC existing at the time of such repeal or modification.

ARTICLE X Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon the authorization of dissolution of the LLC, the Board of Directors shall file Articles of Dissolution with the Secretary of State, along with a copy of the Plan of Distribution itemizing which of the LLC's assets will be distributed or conveyed, with a request to the Secretary of State to forward a copy of the Articles of Dissolution to the Secretary of Revenue. The LLC's dissolution will be effective upon the filing of the Articles of Dissolution; however, the existence of the LLC will continue after the filing of the Articles of Dissolution for the sole purpose of winding up and liquidating the Corporation's business. The dissolution of the LLC does not "abate or suspend" the rule of limited liability otherwise enjoyed by the Directors, Officers, or other interested parties having limited liability.

Winding up and liquidating the LLC's business include paying or making provision for payment of all liabilities of the LLC, disposing of all corporate assets to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), or to such organizations described under Section 170(c)(1) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the LLC is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

ARTICLE XI Incorporator

The name and mailing address of the Incorporator is:

Aaron Buchanan 195 Buttermilk Pike Lakeside Park, KY 41017

Signed and acknowledged by the Incorporator at Lakeside Park, Kentucky, on October 5, 2023.

Aaron Buchanan, Incorporator

WRITTEN CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Aaron Buchanan, hereby consents to serve as initial registered agent of this company.

.

Aaron Buchanan