

ARTICLES OF INCORPORATION

OF

LAWRENCE COUNTY CAL RIPKEN, INC.

The undersigned incorporator hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation without capital stock or stockholders under the provisions of KRS 273.161 et seq.

ARTICLE 1

NAME

The name of the corporation is: LAWRENCE COUNTY CAL RIPKEN, INC. (referred to herein as the "Corporation").

ARTICLE 2

PURPOSE, POWERS AND LIMITATIONS

- A. The Corporation is organized and operated exclusively for educational purposes consistent with the requirements for exempt status under Section 501(c)(3) of the Internal Revenue Code.
- B. In furtherance of the general purpose set forth in paragraph A of this Article, the Corporation's particular purpose is to operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball games.
- C. The particular purpose set forth above shall not be held to limit or restrict the powers of the Corporation, but in general the Corporation shall have the power to do any things necessary, convenient or incidental to carrying out the foregoing purpose and to have and exercise all of the rights, powers and privileges conferred or lawfully permitted to nonprofit corporations under the laws of the Commonwealth of Kentucky and consistent with the Corporation's exempt status under Section 501(c)(3).
- D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or to 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

this Article. 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, 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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) (or the corresponding provision of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) (or the corresponding provision of any future Federal tax code).

ARTICLE 3

DURATION

The Corporation shall have perpetual duration.

ARTICLE 4

MEMBERS

The Corporation shall have no members except as may be provided by the Bylaws hereafter duly adopted by the Corporation's Board of Directors.

ARTICLE 5

BOARD OF DIRECTORS

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Corporation's Board of Directors.
- B. The Board of Directors shall consist of such number of individuals as may be fixed in the Corporation's Bylaws; provided, however, that the Board of Directors shall not, in any event, consist of fewer than three (3) individuals.
- C. The Board of Directors shall elect the directors of the Corporation at the annual meeting of the Board of Directors, or as otherwise provided in the Corporation's Bylaws.
- D. The term of office of each director shall be as provided by the Corporation's Bylaws. Each director so elected shall hold office for said term and until his or her successor shall have been duly elected and shall have accepted office.

- E. Directors may be removed from office during their term of office as provided in the Corporation's Bylaws.
- F. The annual meetings of the Corporation's Board of Directors shall be held at such time and place as may be provided in the Corporation's Bylaws.
- G. The duties and powers of the Board of Directors, committees, and officers of the Corporation shall, except as otherwise specifically provided herein or in the Corporation's Bylaws, be such as are usually incident to similar Boards of Directors, similar committees, and similar officers, and in addition, shall be as may be conferred upon such Board of Directors, upon such committees, or upon such officers by law, or by amendment of the Articles of Incorporation or Bylaws, or by appropriate corporate resolution.

ARTICLE 6
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is six (6) and the names and mailing addresses of the persons who are to serve as directors are as follows, and each such director shall serve until the first annual meeting of the Board of Directors and until such director's successor has been duly elected and shall have accepted office:

James Fairchild
76 First Street
Louisa, KY 41230

Brad Derifield
P.O. Box 224
Louisa, KY 41230

Melinda Feltner
1003 Grant Street
Louisa, KY 41230

Amy Peck
8 Apple Court
Louisa, KY 41230

HOGAN, DERIFIELD &
PERDUE PLLC

114 East Madison Street
Post Office Box 1083
Louisa, Kentucky 41230
(606) 638-9900 telephone
(606) 638-9905 facsimile

Travis Feltner
1003 Grant Street
Louisa, KY 41230

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 314 East Madison Street, Louisa, Kentucky 41230, and the name of the initial registered agent at such address is Brad Derifield.

ARTICLE 8

PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is P.O. Box 1083, Louisa, Kentucky 41230.

ARTICLE 9

DISTRIBUTION OF ASSETS UPON DISSOLUTION

If, at any time, this Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefore;
- B. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements:
- C. Assets that have been received and are held by the Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes, and that are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to (i) one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Internal Revenue Code (the "Code"), (ii) the Federal government, or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law;

- D. Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the code, (ii) the Federal government, or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and
- E. Any assets not disposed of pursuant to the provisions of this Article as set forth above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, that are exempt under section 501(c)(3) of the Code.

ARTICLE 10
INCORPORATOR

The incorporator's name and mailing address is Brad Derifield at P.O. Box 1083, Louisa, Kentucky 41230.

ARTICLE 11
**INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND AGENTS**

- A. To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, the Corporation shall indemnify each director, officer, employee or agent of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such director, officer, employee or agent in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director, officer, employee or agent is, or is threatened to be made, a party because such director, officer, employee or agent is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including, but not limited to, service with respect to employee benefits plans. A director, officer, employee or agent of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such director, officer, employee or agent to the Corporation also impose

duties on or otherwise involve services by such director, officer, employee or agent to the plan or to participants in or beneficiaries of the plan.

- B. To the fullest extent authorized or permitted, and in accordance with the provisions of, Kentucky law, as the same exists or may be hereafter amended, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.
- C. The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article with respect to any director, officer, member, employee or agent of the Corporation shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, (i) not be deemed exclusive of other rights, if any, to which such director, officer, employee or agent of the Corporation seeking such indemnification or advancement may be entitled under any Bylaw, agreement, action of disinterested directors, or otherwise, as to such director, officer, employee or agent in his or her official capacity as such or as to any action of such director, officer, employee or agent of the Corporation in any other capacity, (ii) continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and (iii) inure to the benefit of the heirs, executors, and administrators of such person. However, in no event shall the indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article with respect to any director, officer, employee or agent of the Corporation apply for the following: (i) for any transaction in which the individual's personal financial interest is in conflict with the financial interests of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such individual to be a violation of law; or (iii) for any transaction from which such individual derived an improper personal benefit.
- D. To the fullest extent authorized or permitted, and in accordance with the provisions of, Kentucky law, as the same exists or may be hereafter amended, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a member, director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such director, officer, employee or agent's status as a director, officer, employee or agent whether or not the Corporation would have the power to indemnify such director, officer, employee or agent against the same Liability under the provisions of the Article.

- E. Any repeal or modification of this Article by the Board of Directors shall not adversely affect any right or protection of a director, officer, employee or agent of the corporation under the Article with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE 12

ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interest of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law; or (iii) for any transaction from which such director derived an improper personal benefit. This Article shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

ARTICLE 13

PRIVATE PROPERTY OF INCORPORATOR DIRECTORS AND MEMBERS

None of the private property of the incorporator, any director, or any member of the Corporation shall be subject to any of the Corporation's debts and liabilities.

ARTICLE 14

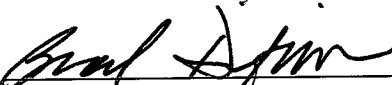
SEVERABILITY OF PROVISIONS

If any provision of the Articles of Incorporation or its application to any person or circumstances shall be held invalid by a court of competent jurisdiction, such invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and, to this end, the provisions of these Articles of incorporation are severable.

ARTICLE 15
AMENDMENTS: BYLAWS

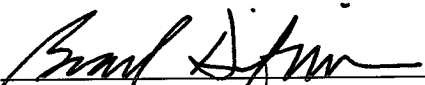
- A. The Corporation's Articles of Incorporation may be amended in the manner provided by law.
- B. The Board of Directors shall adopt Bylaws for the Corporation, and the Board of Directors may change or revise such Bylaws at any time and from time to time.

In Testimony Whereof, witness the signature of the undersigned on this the 7 day of February, 2013.



Brad Derifield, Incorporator

THIS DOCUMENT PREPARED BY:



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