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Elaine N. Walker, Secretary of State

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**ARTICLES OF INCORPORATION
OF
Bluegrass Bioneers, Inc.**

Articles of Incorporation of the undersigned, a majority of who are citizens of the United States, desiring to form a non-profit corporation under the KRS Chapter 273 Non-Stock, Non-Profit Corporation Act, do hereby certify:

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be Bluegrass Bioneers, located at 608 Edna Rd., Louisville, KY 40206.

ARTICLE II

PURPOSE

1. This corporation is organized exclusively for educational purposes consisting of conducting public discussion groups, forums, panels, lectures, or other similar programs. To this end, the corporation shall at all times be operated within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

2. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

ARTICLE III

REGISTERED AGENT

The name of the registered agent is Andy Wolak. The street address of the registered agent is 608 Edna Rd., Louisville, KY 40206.

ARTICLE IV

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the

corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision 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 of 1986, as now enacted or hereafter amended.

ARTICLE V

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE VI

BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is four, their names and addresses being as follows:

Teddie Phillipson-Mower, 1450 South 6th Street, Louisville, KY 40208

Ben Evans, 513 Cornell Place, Louisville, KY 40207

Drew Foley, 7406 Springvale Drive, Louisville KY 40241

Andy Wolak, 608 Edna Road, Louisville, KY 40206

Members of the first Board of Directors shall serve until the first annual meeting, at which time they and/or their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VII

PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII

DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation distribute remaining assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX


INCORPORATOR(S)

The incorporator of this corporation is: Andy Wolak, Director

IN WITNESS WHEREOF, I have subscribed my name as Andy Wolak to these

Articles of Organization on this the 8th day of September, 2011.

SIGNED




Andy Wolak, Director

CONSENT OF REGISTERED AGENT

I, Andy Wolak, having a principal place of business of 608 Edna Road, Louisville, KY 40206, hereby agree and consent to serve as registered agent for Bluegrass Bioneers, Inc.

SIGNED



Andy Wolak