

**ARTICLES OF INCORPORATION
OF
Sassy Frassy, Inc.
A Kentucky Non-Profit Corporation**

ARTICLE 1

Name of Organization – The name of the non-profit corporation is Sassy Frassy, Inc.

ARTICLE 2

Organization's Purposes and Limitations on Powers – The Organization is formed exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), including, for such purposes, the making of distributions to organizations that qualify as exempt under that same section. Further, no part of the net earnings of the Organization shall inure to the benefit of any private shareholder or individual except as reasonable compensation for services actually rendered, and no substantial part of the Organization's activities shall be to participate or intervene in any political campaign on behalf of any candidate for public office, to carry on propaganda, or to otherwise influence legislation.

Permanent Dedication of Organization's Assets for Exempt Purposes – In the event of the Organization's dissolution, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Organization, distribute the Organization's assets for an exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall distribute such assets to the federal government, or to a state or local government, for a public purpose.

Non-Liability for Taxation Under Particular Internal Revenue Code Sections – If at any time the Organization is determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Internal Revenue Code (or the corresponding sections of any future federal tax code), the Organization will: 1) distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; 2) not engage in any act of self-dealing as defined in section 4941(d) of the Code; 3) not retain any excess business holdings as defined in section 4943(c) of the Code; 4) not make any investments in a manner as to subject it to tax under section 4944 of the Code; and 5) not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE 3

Registered Agent and Registered Office – The Organization's registered agent and street address of the registered agent's registered office is:
Sheila A. Hill
1540 Backwood Court
Hebron, Kentucky 41048

ARTICLE 4

Principal Office – The mailing address of the Organization’s principal office is:
P.O. Box 571
Hebron, Kentucky 41048

ARTICLE 5

Incorporator – The name and mailing address of the Organization’s incorporator is:
Sheila A. Hill
1540 Backwood Court
Hebron, Kentucky 41048

ARTICLE 6

Initial Board of Directors – The names and mailing addresses of the initial board of directors of the Organization are:
Sheila A. Hill
1540 Backwood Court
Hebron, Kentucky 41048

Roy Mitchell
4444 Carver Woods Drive
Cincinnati, OH 45242

Francene Gilmer
976 Princess Doreen Drive
Lexington, KY 40509

ARTICLE 7

Consent of Registered Agent – I hereby consent to serve as registered agent for service of process for Sassy Frassy, Inc.

Sheila Hill
Sheila A. Hill
Registered Agent

7-7-14
Date

Consent of Incorporator – I hereby execute the foregoing Articles of Incorporation of Sassy Frassy, Inc. and declare under penalty of perjury that the foregoing is true and correct.

Sheila Hill
Sheila A. Hill
Incorporator

7-7-14
Date