

**ARTICLES OF INCORPORATION
OF
TRI-STATE THOROUGHBRED REHAB AND REHOMING, INC.**

The undersigned, desiring to form a non-profit corporation ("Corporation") pursuant to the provisions of Chapter 273 of the Kentucky Revised Statutes, hereby executes the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is **Tri-State Thoroughbred Rehab and Rehoming, Inc.**

ARTICLE II

Purposes and Powers

(A) The Corporation is formed exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or the corresponding provisions of any future Internal Revenue laws of the United States. In carrying out its corporate purposes, the Corporation shall have all powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

(B) In furtherance of the general purposes in paragraph (A), the particular purposes of the Corporation are:

- (1) To provide humane treatment, rehabilitation and shelter for thoroughbred horses; and
- (2) To seek adoptive homes for rehabilitated thoroughbred horses.

(C) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

(D) Upon the dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes 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 be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III **Registered Office and Agent**

The name of the registered agent is Amy Paulus, and street address of the Corporation's initial registered office in Kentucky is 4104 Bullitsville Road, Burlington, Kentucky 41005.

ARTICLE IV **Principal Office**

The mailing address of the Corporation's principal office is 1768 Mimosa Trail, Florence, Kentucky 41042.

ARTICLE V **Directors**

The business and affairs of the Corporation shall be governed by a Board of Directors who shall be vested with all the powers conferred on directors by Chapter 273 of the Kentucky Revised Statutes. The number of Directors shall be a minimum of three (3), and the number constituting the initial Board of Directors is five (5).

The names and mailing addresses of the persons who are to serve as the initial Board of Directors are as follows:

Amy Paulus	1400 Taramore Drive, #102, Florence KY 41042
Lynn Paulus	1768 Mimosa Trail, Florence KY 41042
Hailey Fossitt	7839 Pleasant Valley Road, Florence KY 41042
Kathryn M. Kunz	One American Square, Suite 2500, Indianapolis IN 46282
Barb Schmidt, DVM	11698 US-42, Union KY 41091

ARTICLE VI **Incorporator**

The name and mailing address of the incorporator is Amy Paulus, 1400 Taramore Drive, #102, Florence, Kentucky 41042.

ARTICLE VII
County of Operation

The county in which the Corporation operates is Boone County, Kentucky.

IN WITNESS WHEREOF, the undersigned incorporator of said Corporation executes these Articles of Incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true, this ____ day of September, 2019.

INCORPORATOR

9/23/19
Date

Amy Paulus
Amy Paulus

I, Amy Paulus, consent to serve as the registered agent on behalf of the Corporation.

9/23/19
Date

Amy Paulus
Amy Paulus