

Commonwealth of Kentucky, USA

**ARTICLES OF INCORPORATION
OF
Galaxy Project, Inc.**

A NOT-FOR-PROFIT CORPORATION
FORMED UNDER THE KENTUCKY REVISED STATUTES, CHAPTER KRS 273

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Kentucky, do hereby certify:

Article I

The name of the Corporation shall be Galaxy Project, Incorporated.

Article II

The place in this state where the registered office of the Corporation is to be located at 235 Kiser Street, Olive Hill, KY 41164.

The mailing address of the Corporation's principal office is:

PO Box 1044

Olive Hill, KY 41164

Article III

- (A) Statement: Said corporation is organized exclusively for charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code of 1986, as amended or any corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the code. None of the organizations earnings will inure to any private shareholder or individual. The Galaxy Project, Incorporated will not be organized or operated for the benefit of private interests. The Galaxy Project, Incorporated will not act as an action agency to influence legislation or participate to any extent in a political campaign for or against any candidate.
- (B) Detailed description: In carrying out its charitable purposes, the Galaxy Project, Incorporated will work on youth development, provide literary opportunities through the advancement of education, allow recreational activities to promote health, carry out humanitarian efforts and conduct any other lawful purpose by providing a safe place for area youth via a youth center.

Article IV

The Corporation shall be a nonprofit organization. The Corporation shall be supported by donations, contributions, grants, gifts and investments.

Article V

The Corporation shall have every power which a nonprofit Corporation now or thereafter organized under the Kentucky Revised Statutes may have. In addition to the powers conferred by the laws of the Commonwealth of Kentucky, the Corporation shall have the following powers:

1. To receive and accept gifts of money and other property and to hold the same for any purposes of the purposes of the Corporation and its work.
2. To raise and assist in raising funds for the purposes herein set forth.
3. To acquire, own, lease, mortgage and dispose of property, both real and personal
4. The Corporation shall have the power to borrow money, contract debts, issue notes, and secure the payment or performance of its obligations.

Article VI

The management of the Corporation shall be vested in a Board of Directors, who is initially comprised of three member's minimum with a maximum number of directors described in the By-Laws with their duties. The Board of Directors of the Corporation shall have the authority to adopt, amend or repeal the By-Laws of the Corporation where allowed and in the manner solely provided by such By-Laws. These Articles of Incorporation may also be amended in the manner provided by statute and including that every amendment shall be approved by the Board of Directors, where allowed and in the manner provided solely in the By-Laws.

Article VII

The Corporation shall not be authorized to issue capital stock or to declare dividends.

Article VIII

The Corporation shall not be operated for profit.

Article X

The Corporation shall not participate 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.

Article XII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable purposes as determined by the Board of Directors.

Article XII

The duration of the Corporation shall be perpetual.

Article XIII

The names and addresses of the persons who are the initial Board of Directors of the corporation are as follows:

Andrew Bledsoe, PO Box 1044, Olive Hill, KY 41164 (Chairman and Executive Director)

Anita Holbrook, 1845 State Highway 955, Olive Hill, KY 41164 (Treasurer and Director)

Sharon Brown, 293 James Chapel Road, Olive Hill, KY 41164 (Secretary and Director)

Article XIV

A director of the Corporation will not be personally liable to the corporation for monetary damages for breach of its fiduciary duties as a director to the extent provided in KRS 273.248, now in effect or hereafter amended, or other similar provision within the Kentucky Revised Statutes. Any repeal or modification of this Article will not adversely affect any protection of a director with respect to any act or omission occurring prior to such repeal or modification

Article XV

The name and mailing address of the incorporator is:

Andrew C. Bledsoe
PO Box 1044
Olive Hill, KY 41164

Executed by the Incorporator below:

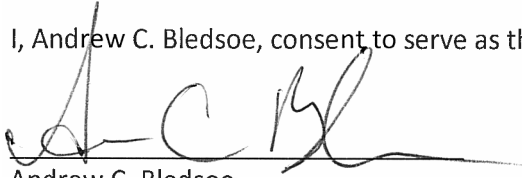


Andrew C. Bledsoe

10-21-14

Date

I, Andrew C. Bledsoe, consent to serve as the registered agent on behalf of the Corporation.



Andrew C. Bledsoe

10-21-14

Date