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**Alison Lundergan Grimes**  
**Kentucky Secretary of State**  
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**ARTICLES OF INCORPORATION**

**OF**

**LOUISVILLE REGIONAL AIRLIFT DEVELOPMENT COALITION, INC.**

Pursuant to the provisions of KRS 273.247, the undersigned Corporation hereby executes these Articles of Incorporation:

**ARTICLE I - Name**

The name of this corporation shall be “Louisville Regional Airlift Development Coalition, Inc.”

**ARTICLE II - Purposes**

(A) The Corporation is organized and operated exclusively for the promotion of social welfare under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and under Chapter 273 of the Kentucky Revised Statutes.

(B) The Corporation may exercise any and all powers possessed by nonstock, nonprofit corporations formed under Chapter 273 of the Kentucky Revised Statutes except that the corporation may not engage in activities that are impermissible for a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

**ARTICLE III – Principal Office, Registered Office and Registered Agent**

(A) The address of the Corporation’s principal office shall be 471 West Main Street, Suite 301, Louisville, Kentucky 40202.

(B) The address of the initial registered office of the Corporation is 400 West Market Street, Suite 3200, Louisville, Kentucky 40202, and the name of the initial registered agent at such address is FBT, LLC.

**ARTICLE IV – Limitation of Director Liability**

(A) Except as otherwise provided by Article IV(B) below, no director of the Corporation shall have any personal liability to the Corporation or its members, if any, for monetary damages for breach of his or her duties as a director.

(B) Nothing in Article IV(A) above shall be deemed or construed to eliminate or limit the liability of a director for:

(i) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;

(ii) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;

(iii) Any transaction from which the director derived an improper personal benefit.

(C) If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by Kentucky law. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE V – Indemnification of Executive Officers and Directors**

Each person who is or becomes an executive officer or director of the Corporation shall be indemnified by the Corporation and advanced expenses incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party

by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors or officers may be entitled under any agreement or otherwise.

**ARTICLE VI - Directors**

(A) The manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the board of directors, shall be stated in the By-Laws.

(B) The number of initial directors of the Corporation shall be fourteen (14).

(C) The names and addresses of the initial Board of Directors who shall serve until their successors are duly elected and qualified are as follows:

C. Edward Glasscock  
Frost Brown Todd LLC  
400 W. Market Street, Suite 3200  
Louisville, KY 40202

Koleman E. Karleski  
Chrysalis  
101 S. Fifth Street, Suite 1650  
Louisville, KY 40202

John A. Moore  
Atria Senior Living  
300 East Market Street  
Suite 100  
Louisville, KY 40202

Michael B. Mountjoy  
Mountjoy Chilton Medley  
2600 Meidinger Tower  
462 South Fourth Street  
Louisville, KY 40202

Charles P. Denny  
PNC  
101 S. Fifth Street, 37<sup>th</sup> Floor  
Louisville, KY 40202

Sandra Frazier  
Tandem Public Relations LLC  
471 West Main St., Suite 301  
Louisville, KY 40202

Terry R. Gill, Jr.  
Kentucky Cabinet for Economic Development  
Old Capitol Annex  
300 West Broadway  
Frankfort, KY 40601

Pete Mahurin  
Mahurin Wealth Advisory Team  
PO Box 1837  
Bowling Green, KY 42102

Wendy Dant Chesser  
One Southern Indiana  
4100 Charlestown Road  
New Albany, IN 47150

Mary Ellen Wiederwohl  
Louisville Forward  
Department of Economic  
Development  
444 S 5<sup>th</sup> Street, Suite 600  
Louisville, KY 40202

Kent W. Oyler  
Greater Louisville Inc.  
614 Main St.  
Louisville, KY 40202

Lesa A. Seibert  
Mightily  
222 South First Street  
Suite 403  
Louisville, KY 40202

Kerry Stemler  
KM Stemler Co.  
1725 E. Main Street  
New Albany, IN 47150

Karen Williams-Goetz  
Louisville Convention &  
Visitors Bureau  
One Riverfront Plaza  
401 W. Main St., Suite 2300  
Louisville, KY 40202

#### **ARTICLE V - Incorporator**

The name and mailing address of the incorporator are: FBT LLC, 400 West Market Street, Suite 3200, Louisville, Kentucky 40202.

IN WITNESS WHEREOF, the undersigned, being the person named above as the incorporator, has executed these Articles of Incorporation the 22nd day of May, 2017.

FBT LLC as Incorporator

By: Jill Battcher, Manager  
Jill Battcher, Manager

**CONSENT TO SERVE  
AS  
INITIAL REGISTERED AGENT  
FOR  
LOUISVILLE REGIONAL AIRLIFT DEVELOPMENT COALITION, INC**

The undersigned hereby consents to serve as the initial registered agent for Louisville Regional Airlift Development Coalition, Inc. (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.

FBT LLC

By  Manager  
Jill Battcher, Manager