

ARTICLES OF INCORPORATION**OF****WEST LOUISVILLE DREAM TEAM, INC.**

1. Name. The name of the Corporation is West Louisville Dream Team, Inc., hereinafter referred to as the "Corporation".

2. Purposes and Powers. The Corporation is organized for agricultural, charitable and civic purposes under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and under Chapter 273 of the Kentucky Revised Statutes. The Corporation shall provide services and information to the general public.

The Corporation may exercise any and all powers possessed by nonstick, nonprofit corporations formed under Chapter 273 of the Kentucky Revised Statutes, but the Corporation shall not engage in activities which are impermissible for a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To amplify but not to limit the foregoing, no substantial part of the activities of the Corporation shall consist of engaging in propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or employee of the Corporation or any other individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with one or more of its purposes.

3. Registered Office and Agent. The registered office of the Corporation shall be 2900 West Broadway, Suite 219, Louisville, Kentucky 40211, and the name of its registered agent at that address is Shaun C. Spencer.

4. Principal Office. The principal office of the corporation shall be 2900 West Broadway, #6, Louisville, Kentucky 40211.

5. Board of Directors. The initial Board of Directors shall consist of three members, whose names and business addresses appear below. Thereafter, the Board of Directors shall consist of not less than three members, but otherwise as specified in the Bylaws of the Corporation. The members of the initial Board of Directors are:

Shaun Spencer
2900 W Broadway
Suite 219
Lou., KY 40211

Mike Anderson
2900 W Broadway
Suite 233
Lou., KY 40211

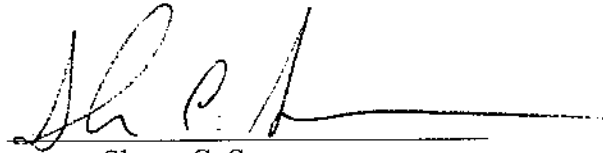
Geoff Snyder
2900 W Broadway
Suite 210
Lou., KY 40211

The duly elected directors of the Corporation shall conduct the affairs of the Corporation, and the Corporation shall have no members. No current or former director, officer, employee or agent (an "Indemnified Party") of the Corporation shall be liable, and the Corporation shall indemnify and Indemnified Party against expense actually and reasonably incurred by such Indemnified Party, including attorney's fees, in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Indemnified Party is made a party by reason of being or having been such director, officer, agent or employee, except in relation to such matters as to which the Indemnified Party shall be adjudged liable in such action, suit or proceeding for gross negligence or willful misconduct in the performance of duties to the Corporation.

The Board of Directors may adopt Bylaws not inconsistent with the provisions of these Articles of Incorporation or with the laws of the Commonwealth of Kentucky. Adoption of Bylaws and subsequent amendments thereof or hereof shall be effective upon the affirmative vote of a majority of the members of the Board of Directors of the Corporation at a meeting duly called for that purpose.

6. **Dissolution.** Upon the dissolution of the Corporation, any remaining net assets of the Corporation shall be conveyed to such organization(s) as shall be selected by the affirmative vote of the Board of Directors of the Corporation entitled to vote in respect thereof; provided, however, that any such recipient organization shall qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

7. **Incorporator.** The name and mailing address of the incorporator are: Shaun C. Spencer, 2900 West Broadway, Suite 219, Louisville, KY 40211

A handwritten signature in black ink, appearing to read 'Shaun C. Spencer', is written over a horizontal line.

Shaun C. Spencer
ADDRESS OF INCORPORATOR:
2900 West Broadway
Suite 219
Louisville, KY 40211