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Trey Grayson

Secretary of State

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Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION
OF
HUGH AND DELLA SPEAR SCHOLARSHIP FUND, INC.**

The undersigned, 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 Hugh and Della Spear Scholarship Fund, Inc.

ARTICLE II

The name of the registered agent of the Corporation is Harlan E. Judd, Jr., 420 Public Square, Burkesville, Kentucky 42717 and the address of the registered office of the Corporation shall be 420 Public Square, Burkesville, Kentucky 42717.

ARTICLE III

The purpose of this non profit corporation is to establish and provide a college scholarship program for a Cumberland County student or students who might not have the opportunity to attend college without some type of financial assistance or a scholarship and is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The name and address of the persons who are the initial trustees of the corporation and the name and address of the incorporators are as follows:

NAME	ADDRESS
Harlan E. Judd, Jr.	420 Public Square Burkesville, Kentucky 42717
Rebecca Thurman Cary	215 Woodland Street Burkesville, Kentucky 42717
Ronnie Skipworth	1788 Judio Road Burkesville, Kentucky 42717

ARTICLE V

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 in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section. 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

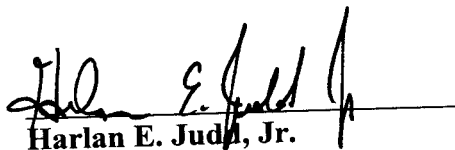
ARTICLE VI

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision 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 manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

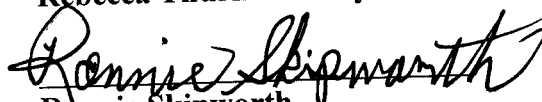
ARTICLE VII

The period of duration of the Corporation is perpetual.

IN WITNESS WHEREOF, we have thereunto subscribed our names this 10th
day of July, 2004.


Harlan E. Judd, Jr.


Rebecca Thurman Cary


Ronnie Skipworth

STATE OF KENTUCKY
COUNTY OF CUMBERLAND, SCT.,

I, the undersigned, a Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Article of Incorporation of Cumberland County Scholarship Fund, Inc. were this day duly produced to me in the said County and State and acknowledged to before me by **Harlan E. Judd, Jr.**, incorporator herein, to be his act and deed for the full intents and purposes therein contained.

WITNESS MY HAND, this the 10th day of July, 2004.

Frances J. Perry
NOTARY PUBLIC
My Commission expires: 7-26-06

STATE OF KENTUCKY,
COUNTY OF CUMBERLAND, SCT.,

I, the undersigned, a Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Article of Incorporation of Cumberland County Scholarship Fund, Inc. were this day duly produced to me in the said County and State and acknowledged to before me by **Rebecca Thurman Cary**, incorporator herein, to be her act and deed for the full intents and purposes therein contained.

WITNESS MY HAND, this the 10th day of July, 2004.

Frances J. Perry
NOTARY PUBLIC
My Commission expires: 7-26-06

STATE OF KENTUCKY,
COUNTY OF CUMBERLAND, SCT.,

I, the undersigned, a Notary Public in and for the State and County aforesaid, hereby certify that the foregoing Article of Incorporation of Cumberland County Scholarship Fund, Inc. were this day duly produced to me in the said County and State and acknowledged to before me by **Ronnie Skipworth**, incorporator herein, to be his act and deed for the full intents and purposes therein contained.

WITNESS MY HAND, this the 10th day of July, 2004.

Frances J. Perry
NOTARY PUBLIC
My Commission expires: 7-26-06

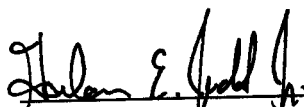
THIS INSTRUMENT PREPARED BY:
HARLAN E. JUDD, JR., ATTORNEY-AT-LAW,
420 COLLETHOUSE SQUARE, P.O. BOX 410
BURKESVILLE, KENTUCKY 40317

Harlan E. Judd, Jr.
(HARLAN E. JUDD, JR.)

**CONSENT TO SERVICE
AS
INITIAL REGISTERED PROCESS AGENT**

I, Harlan E. Judd, Jr., 420 Courthouse Square, P.O. Box 415, Burkesville,
Kentucky 42717, hereby agree and consent to serve as initial registered process agent for
the proposed Corporation, Hugh and Della Spear Scholarship Fund, Inc.

This the 10th day of July, 2004.

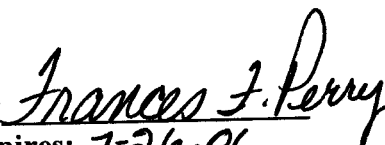


Harlan E. Judd, Jr.

**STATE OF KENTUCKY
COUNTY OF CUMBERLAND, SCT.,**

I, a Notary Public, in and for the State and County aforesaid do hereby certify that
the foregoing document was on this date produced before me in the said County and State
by **Harlan E. Judd, Jr.**, who executed and acknowledged the same to be his free and
voluntary act and deed for the purpose therein expressed.

WITNESS MY HAND, this the 10th day of July, 2004.

NOTARY PUBLIC 
My Commission expires: 7-26-06