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NAOIAlison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
8/13/2013 3:03 PM  
Fee Receipt: \$8.00**Kentucky Office of the Secretary of State**  
**TREY GRAYSON**Division of Corporations  
Business Filings  
PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov**Articles of Incorporation**  
**Non-profit Corporation**

NAI

**Please note:** This form does not comply with 501 (C) status. You should contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS Chapter 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is Holy Grounds Cafe Inc.Article II: The purpose for which the corporation is organized Community outreach cafeArticle III: The name of the registered agent is Legalinc Corporate Services Inc.

and the street address of the corporation's initial registered office in Kentucky is

312 S. Fourth Street Suite 700	Louisville	KY	40202
Street Address (No Post Office Box Numbers)	City	State	Zip Code

Article IV: The mailing address of the corporation's principal office is

312 S. Fourth Street Suite 700	Louisville	KY	40202
Street or PO Box Number	City	State	Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is 3

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

Shaun Upton	13556 North Madisonville Rd.	Crofton	KY	42217
Name	Street or PO Box Number	City	State	Zip Code
Marvin Upton	13556 North Madisonville Rd.	Crofton	KY	42217
Name	Street or PO Box Number	City	State	Zip Code
Joel Upton	13556 North Madisonville Rd.	Crofton	KY	42217
Name	Street or PO Box Number	City	State	Zip Code

Article VI: The name and mailing address of the incorporator is

Yoochul Chong	5668 E 61st ST	Commerce	CA	90040
Name	Street Address or Post Office Box Number	City	State	Zip Code
Name	Street Address or Post Office Box Number	City	State	Zip Code
Name	Street Address or Post Office Box Number	City	State	Zip Code

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

	Yoochul Chong Incorporator	8/13/13
Signature of Incorporator	Print Name & Title	Date

I, Legalinc Corporate Services Inc., consent to serve as the registered agent on behalf of the corporation.  
Print Name of Registered Agent

	Anna Manukyan, Manager	8/13/13
Signature of Registered Agent	Print Name & Title	Date

Section 1. Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

Section 3. No substantial part of the activities of the organization 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 or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United State Internal Revenue Law).

Section 5. Upon the dissolution of the organization, 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 organization 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.