

**ARTICLES OF INCORPORATION OF
RUSS SMITH FOUNDATION, INC.
A KENTUCKY NON-PROFIT CORPORATION**

The undersigned organizer hereby executes these Articles of Incorporation for the purpose of forming and does hereby form a non-profit corporation pursuant to KRS 14A and KRS 273 of the Commonwealth of Kentucky in accordance with the following provisions:

**ARTICLE I
NAME**

The name of the corporation is "Russ Smith Foundation, Inc."

**ARTICLE II
PURPOSE**

The purpose for which the corporation is organized is to teach and raise awareness of the game of chess, and for any other lawful purpose authorized by KRS 273.167, as amended from time to time, and for purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the limited liability company in the Commonwealth of Kentucky is 9301 Dayflower Street, Prospect, Kentucky 40059, and the initial registered agent at that address is Goldberg Simpson LLC, c/o Michael W. McClain, Esq.

**ARTICLE IV
INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the limited liability company in the Commonwealth of Kentucky is 2041 River Road, Louisville, Kentucky 40206.

**ARTICLE V
DIRECTORS**

The initial number of directors constituting the initial board of directors is three (3), and the names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

1. Russ Smith, Sr., 1362 East 103rd Street, Brooklyn, NY 11236;
2. Russ Smith, Jr., 1362 East 103rd Street, Brooklyn, NY 11236; and
3. Timothy D. Barnett, 2042 Metal Lane, Louisville, KY 40206.

ARTICLE VI INCORPORATOR

The name and mailing address of the incorporator is Michael W. McClain, Goldberg Simpson LLC, 9301 Dayflower Street, Prospect, KY 40059.

ARTICLE VII EFFECTIVE DATE

This application will be effective upon filing.

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

Michael W. McClain

Signature of Incorporator

Michael W. McClain, counsel

(Print) Name and Title

1/3/22

Date

I, Michael W. McClain, Esq., consent to serve as the registered agent on behalf of the corporation.

Michael W. McClain

Signature of Registered Agent

Michael W. McClain, counsel

(Print) Name and Title

1/3/22

Date