

ARTICLES OF INCORPORATION
OF
OHIO ELITE SOCCER ACADEMY – KENTUCKY, INC.

The undersigned individual, desiring to form a nonprofit corporation in accordance with Section 273.161, et seq., of the Kentucky Revised Statutes, does hereby certify as follows:

FIRST. The name of the corporation shall be OHIO ELITE SOCCER ACADEMY - KENTUCKY, INC. (the "Corporation").

SECOND. The Corporation is organized exclusively for charitable, educational and religious purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The specific purposes of the Corporation are to promote the development of youth soccer in the Greater Louisville area by providing quality leadership, coaching and developmental programs for area players and coaches and to conduct any activities consistent with such purposes, the nonprofit corporation laws of the Commonwealth of Kentucky and Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

THIRD. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or any other private individual or entity, 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 the Second Article hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code. The Corporation shall not participate in, nor 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FOURTH. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of, all liabilities of the Corporation, dispose of all corporate assets to such organizations organized and operated exclusively for charitable, educational, 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 1986, or its successor, or to such organizations described under Section 170(c)(1) of the Internal Revenue Code of 1986, or its successor, as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or Organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or its successor.

FIFTH. The initial registered office of the Corporation shall be 9521 Poplar Hill Drive, Crestwood, Kentucky 40014, and the initial registered agent of the Corporation shall be Charles B. Traughber, Jr. at such address.

SIXTH. The principal office of the Corporation shall be at 9521 Poplar Hill Drive, Crestwood, Kentucky 40014.

SEVENTH. The initial Board of Directors shall consist of five (5) Initial Directors who are to serve as Initial Directors until their successors are elected and qualify as provided in the Bylaws of the Corporation. The names and addresses of these Directors are as follows:

Charles B. Traughber, Jr.
9521 Poplar Hill Drive
Crestwood, Kentucky 40014

Timothy S. Lesiak
4489 Dogwood Drive
Batavia, Ohio 45103

Douglas J. Bracken
6627 Elm Street
Cincinnati, OH 45227

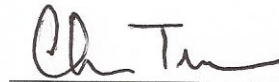
Ranae Wynder
3203 Tara Court
LaGrange, Kentucky 40031

Lee Groza
12905 Crestmoor Circle
Prospect, Kentucky 40059

EIGHTH. The name and address of the sole Incorporator of this Corporation is as follows:

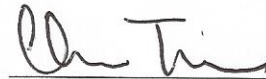
Charles B. Traughber, Jr.
9521 Poplar Hill Drive
Crestwood, Kentucky 40014

IN WITNESS WHEREOF, I have signed these Articles this 10th day of May, 2013.



Charles B. Traughber, Jr., Incorporator

I, Charles B. Traughber, Jr., consent to serve as the registered agent on behalf of the Corporation.



Charles B. Traughber, Jr.