

# **ARTICLES OF INCORPORATION**

## **OF**

### **12<sup>TH</sup> MAN LEGACY, INC.**

The undersigned incorporator executes these articles of incorporation for the purpose of forming and does hereby form a non-profit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161, et seq., in accordance with the following provisions.

#### **Article I. Name**

The name of the corporation is 12<sup>th</sup> Man Legacy, Inc.

#### **Article II. Duration**

The duration of the corporation shall be perpetual.

#### **Article III. Purposes and Powers**

A. The corporation is organized and operated exclusively for educational and charitable purposes. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

B. In furtherance of the general purposes in paragraph A, the particular purposes of the corporation are: to support by financial and other means, operation of a sports program for athletes in the Graves County community; to serve as the athletic booster organization supporting the Graves County Football Program, to provide for social interaction and for teamwork skills, to teach value of team play; to provide facilities for children to pursue sports; to instill in children the courage, self-reliance, develop self-confidence and an appreciation of their own worth as individuals; grow as responsible members of their families and as citizens of their community; appreciate the gift of health of mind and body and strive for physical fitness and mental well-being; and, to do any other act or thing incidental to or connected with the foregoing

purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Not-for-Profit Corporation law.

C. This corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. 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. 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 any candidate for public office. Notwithstanding any other provision of this document, 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 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, or corresponding section of any future federal tax code.

#### Article IV. Directors

The business and affairs of the corporation shall be governed by a board of directors. The term, manner of selection, qualifications, and removal of directors shall be provided for in the Bylaws. Members of the initial board of directors shall serve until the first annual election of

directors and until their successors are elected and qualify. A director may be removed from office by the action of the board of directors, with or without cause. The names and mailing addresses of the initial board of directors are as follows:

<u>Names</u>	<u>Address</u>
Timothy Jones	501 West James Street, Mayfield, KY 42066
Jarrod Thompson	2239 State Route 121 North, Mayfield, KY 42066
Michael Hayden	590 State Route 339 South, Mayfield, KY 42066

#### Article V. Registered Agent and Registered Office

The name of the registered agent is Richie W. Kemp.

The street address of the registered office of the corporation is KEMP & WRIGHT, PLLC, 117 West Broadway, Mayfield, KY 42066.

#### Article VI. Principal Office

The mailing address of the principal office of the corporation is 501 West James Street, Mayfield, KY 42066.

#### Article VII. Members

The corporation shall have members as provided by the Bylaws hereafter duly adopted by the directors.

#### Article VIII. Officers

The bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

#### Article IX. Bylaws

The Bylaws of the corporation shall be adopted and may be amended, restated, or repealed by the board of directors.

## Article X. Indemnification

Each person who is or was a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable costs or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by laws. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending threatened or pending actions, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the corporation to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own

expense, to protect itself and any such person against any such liability, cost or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense, under the Kentucky Nonprofit Corporation Acts or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

#### Article XI. Limitation of Director Liability

No director shall be personally liable to the corporation for monetary damages for breach of its duties as a director except for the liability:

- A. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
- B. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- C. For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

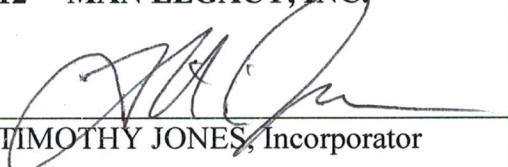
Article XII. Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation of 12<sup>th</sup> Man Legacy, Inc., were executed this the 4<sup>th</sup> day of February, 2014.

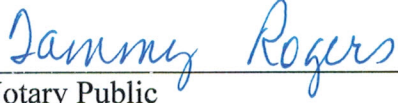
**12<sup>TH</sup> MAN LEGACY, INC.**

By:

  
TIMOTHY JONES, Incorporator

COMMONWEALTH OF KENTUCKY  
COUNTY OF GRAVES

Subscribed, sworn to, and acknowledged before me by Timothy Jones, this the 4<sup>th</sup> day of February, 2014.

  
Notary Public  
My Commission Expires: 4-15-14

Prepared by:



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