

**ARTICLES OF INCORPORATION
OF
BE BOLD, INC.**

A Kentucky nonprofit, nonstock corporation

The undersigned hereby incorporates a nonprofit corporation ("Corporation"), without capital stock or stockholders under the provisions of KRS 273.161 et seq., and for that purpose, adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation - The name of the Corporation shall be Be Bold, Inc.

ARTICLE II

Purposes and Powers

(1) Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of Article II of these Articles of Incorporation.

(2) The purpose or purposes for which the Corporation is organized are exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes, including, but not limited to, receiving gifts, bequests and contributions in any form, and using, applying, investing and reinvesting the principal and income therefrom or distributing the same for the above purposes.

(3) No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributable to, any officer or director of the Corporation, or to any private individual, except that the Corporation shall be authorized and empowered (1) to pay reasonable compensation for services rendered, and (2) to make payments and distributions in furtherance of its charitable purposes. No officer or director of the Corporation, or any private individual, shall be entitled to share in the distribution of the Corporation's assets upon dissolution of the Corporation.

(4) No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

(5) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE III

Exemption from Federal Income Tax - Notwithstanding any other provision of these Articles of Incorporation, it is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and these Articles of Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly. For purposes of Section 508(e) of the Code and KRS § 273.400:

(a) The Corporation shall distribute its income for each tax year at such time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV

Members – There shall be no members of the Corporation. The affairs of the Corporation shall be managed and conducted through its duly elected Board of Directors and officers, whose qualifications and duties are set out in the Bylaws of the Corporation (“Bylaws”).

ARTICLE V

Duration – The duration of the Corporation shall be perpetual.

ARTICLE VI

Board of Directors

(1) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors.

(2) The Board of Directors shall consist of such number of individuals as may be fixed in the Bylaws; provided, however, that the Board of Directors shall not consist of fewer than three individuals.

(3) A director may be removed as provided in the Bylaws.

ARTICLE VII

Initial Board of Directors - The names and mailing addresses of the members of the initial Board of Directors of the Corporation are:

Name:	Address:
Candice Lauren Rider	552 Elm Tree Lane Lexington, KY 40508
Sarabeth Brownrobie	911 Darley Drive Lexington, KY 40505
Elias Aaron Irving Gross	328 Ohio Street Apt A Lexington, KY 40508

ARTICLE VIII

Registered Office; Registered Agent - The street address of the initial registered office of the Corporation is 552 Elm Tree Lane, Lexington, KY 40508, and the name of its initial registered agent at such address is Christian L. Torp, Esq. PLLC.

ARTICLE IX

Principal Office - The mailing address of the Corporation's principal office is 552 Elm Tree Lane, Lexington Kentucky 40508.

ARTICLE X

Incorporator - The name and mailing address of the sole incorporator is:

S. Chad Butcher, Esq.	560 E. 3 rd Street, Suite 105 Lexington, KY 40508
-----------------------	-----------------------------------------------------------------

ARTICLE XI

Distribution of Assets Upon Dissolution - Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such asset not so disposed shall be disposed of by a court of competent jurisdiction 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 purpose.

ARTICLE XII

Indemnification of Directors and Officers

(1) To the fullest extent authorized or permitted by Kentucky law, but only to the extent not in conflict with the provisions of Article II, the Corporation shall indemnify each director and officer of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such director or officer is threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer is or was a director or officer of the Corporation.

(2) To the fullest extent authorized or permitted by Kentucky law, but only to the extent not in conflict with the provisions of Article II, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a director or officer of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

(3) The indemnification against Liability and advancement of expenses provided by this Article XII shall, to the fullest extent authorized or permitted by Kentucky law, but only to the extent not in conflict with the provisions of Article II, not be deemed exclusive of other rights to which such director or officer of the Corporation seeking such indemnification or advancement may be entitled under the Bylaws or any agreement, action of disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director officer of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(4) Any repeal or modification of this Article XII shall not adversely affect any right or protection of a director or officer of the Corporation under this Article XII with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XIII

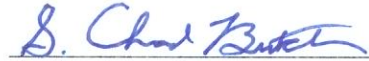
Elimination of Certain Liabilities of Directors - A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law, or (iii) for any transaction from which such director derived an improper personal benefit. This Article XIII shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors, and administrators.

ARTICLE XIV

Severability of Provisions - Except as may conflict with the provisions of Article II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or

applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

Signed by the Incorporator in Lexington, Kentucky on the ____ day of February, 2014.



S. Chad Butcher, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned having been named in these Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.

CHRISTIAN L. TORP, ESQ. PLLC

By:



Christian L. Torp, Esq.

This Instrument Prepared By:



S. Chad Butcher, Esq.
560 E. 3rd Street, Suite 105
Lexington, KY 40508
(859) 619-5273
schadbutcher@gmail.com