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**Alison Lundergan Grimes**  
**Kentucky Secretary of State**  
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**ARTICLES OF INCORPORATION  
OF  
LBC LEGACY FUND, INC.,**

**A KENTUCKY NON-STOCK, NON-PROFIT CORPORATION**

Pursuant to KRS 273.273 et seq. of the Kentucky Revised Statutes, the undersigned does hereby certify as follows:

**ARTICLE I  
NAME**

1.1 The name of the corporation is LBC Legacy Fund, Inc., (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE, REGISTERED AGENT, REGISTERED OFFICE**

2.1 The principal office of the Corporation shall be 4200 River Road, Louisville, Kentucky 40207.

2.2 The name and address of the Corporation's registered agent and registered office is Lon Callis, General Manager, 4200 River Road, Louisville, Kentucky 40207.

2.3 The name of the incorporator is Robert Ayotte and the address of the incorporator is 4200 River Road, Louisville, Kentucky 40207.

**ARTICLE III  
PURPOSES AND POWERS**

3.1 This Corporation shall be a nonprofit corporation formed exclusively for purposes for which a corporation may be formed under the Kentucky Non-Profit Corporation Act not for pecuniary profit or financial gain. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations under the Kentucky Non-Profit Corporation Act; provided, however, that the corporation shall not have or exercise any power prohibited by this Article III.

3.2 The Corporation shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons.

**ARTICLE IV  
MEMBERS; BOARD OF DIRECTORS**

4.1 The Corporation shall have no members/shareholders.

4.2 The Board of Directors shall consist of four (4) initial members. The Board of Directors may not be less than three (3) members, but may be increased to as many as seven (7) members as further set forth in the Bylaws.

4.3 The affairs of the Corporation shall be conducted by its directors; however, the directors may elect officers and appoint subcommittees pursuant to the Bylaws to conduct day-to-day business in accordance with its Bylaws.

4.4 The directors may make and adopt Bylaws not inconsistent with the provisions of these Articles of Incorporation and the laws of the Commonwealth of Kentucky.

4.5 The names of each of the initial directors are Robert Ayotte, Edward Rhawn, Samuel Watkins and Allison McCombs and the address of each initial director is 4200 River Road, Louisville, Kentucky 40207.

ARTICLE V  
DISSOLUTION

No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution, the Board of Directors (after paying or making provision for the payment of all liabilities of the Corporation) shall distribute all remaining assets of the Corporation to one or more qualifying charities upon the affirmative vote of the majority of the directors. Any funds so given must be used for a public purpose within the meaning of Section 501(c)(3) of the Code. Such assets shall go to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

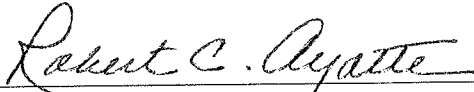
ARTICLE VI  
AMENDMENT

6.1 These Articles may be amended only upon the affirmative approval of a majority of the Directors of the Corporation.

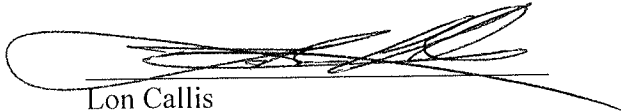
ARTICLE VII  
BYLAWS

7.1 The Bylaws of the Corporation shall regulate the internal affairs of the Corporation except as otherwise set forth herein.

These Articles of Incorporation are executed by the President on behalf of the Board of Directors on 11/25/19, 2019. The Articles were duly approved and adopted as required by law, at a meeting held for that purpose.

  
\_\_\_\_\_  
Robert Ayotte, President

The undersigned, as the registered agent in the Articles of Incorporation of the Corporation dated 11/7/19, 2019, and filed with the Kentucky Secretary of State's Office, hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated in accordance with the Kentucky KRS 14A and KRS 273.

  
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Lon Callis