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Trey Grayson, Secretary of State
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Name of Corporation

The name of the corporation is Louisville Bulls Baseball, Inc. (the "Corporation").

ARTICLE II

Purposes, Powers and Limitations

A. The Corporation is organized and operated exclusively for certain charitable and educational purposes consistent with the requirements for exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. In furtherance of the general purpose set forth in paragraph A of this Article, the Corporation's particular purpose is to operate exclusively as a non-profit educational organization providing our youth with sponsors, supervision, training, instruction and opportunity to compete in the game of baseball. The Corporation will promote the ideals of good sportsmanship, teamwork, honesty, loyalty, courage, respect and leadership.

C. The particular purpose set forth above shall not be held to limit or restrict the powers of the Corporation, but in general the Corporation shall have the power to do any things necessary, convenient or incidental to carrying out the foregoing purpose and to have and exercise all of the rights, powers and privileges conferred or lawfully permitted to nonprofit corporations under the laws of the Commonwealth of Kentucky and consistent with the Corporation's exempt status under Section 501(c)(3) of the Code.

D. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or to other private persons, 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 this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) (or the corresponding provision of any future Federal tax code) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) (or the corresponding provision of any future Federal tax code).

ARTICLE III

Duration

ARTICLE V
Board of Directors

A. The Corporation and its affairs shall be under the supervision of, managed and controlled by the Corporation's Board of Directors.

B. The Board of Directors shall consist of such number of individuals as may be fixed in the Corporation's Bylaws; provided, however, that the Board of Directors shall not, in any event, consist of fewer than three(3) individuals.

C. The Board of Directors shall be elected as set forth in the Corporation's Bylaws.

D. The duties and powers of the Board of Directors, committees, and officers of the Corporation shall, except as otherwise specifically provided herein or in the Corporation's Bylaws, be such as are usually incident to similar Boards of Directors, similar committees, and similar officers, and in addition, shall be as may be conferred upon such Board of Directors, upon such committees, or upon such officers by law, or by amendment of the Articles of Incorporation or Bylaws, or by appropriate corporate resolution.

ARTICLE VI
Initial Board of Directors

The 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 directors are as follows, and each such director shall serve until the first annual meeting of the Board of Directors and until such director's successor has been duly elected and shall have accepted office:

James R. Haddaway
625 Hillrose Dr
Louisville, KY 40243

John W. Ruby
1029 Club Dr
Goshen, KY 40026

Charles M. Haddaway IV
6620 Astral Dr
Louisville, KY 40258

The mailing address of the principal office of the Corporation is 625 Hillrose Drive, Louisville, Kentucky 40243.

ARTICLE IX Distribution of Assets Upon Dissolution

Upon dissolution of the Corporation as provided by law, any and all assets then owned and held by it, after the payment of any and all debts, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X Incorporator

The name and address of the sole incorporator of the Corporation is James R. Haddaway, 625 Hillrose Drive, Louisville, Kentucky 40243.

ARTICLE XI Indemnification of Directors, Officers, Employees and Agents

Indemnification of directors, officers, employees and agents of the Corporation shall be as provided for in the Bylaws; provided, however, such indemnification is not otherwise in conflict with the provisions of Article II of these Articles of Incorporation.

ARTICLE XII Elimination of Certain Liability 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 shall continue to be applicable with respect to any such breach of duties by

ARTICLE XIV
Severability of Provisions

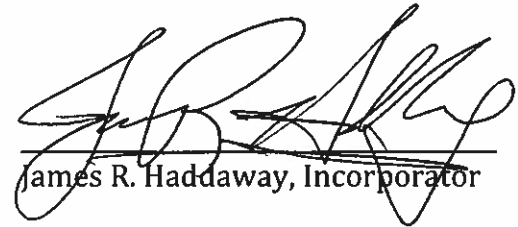
Except as may conflict with the provisions of Article II of these Articles of Incorporation, if any provision of these Articles of Incorporation or its application to any person or circumstances shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions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

ARTICLE XV
Amendments; Bylaws

A. The Corporation's Articles of Incorporation may be amended in the manner provided by law.

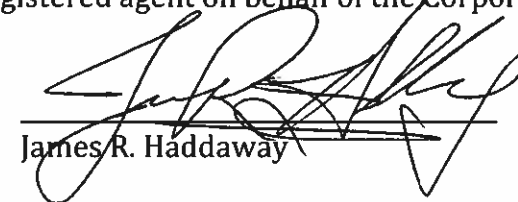
B. The Board of Directors shall adopt Bylaws for the Corporation, and the Board of Directors may change or revise such Bylaws at any time and from time to time.

IN TESTIMONY WHEREOF, the undersigned incorporator hereby executes the foregoing Articles of Incorporation and acknowledges this to be the incorporator's act and deed this 27th day of January, 2011.



James R. Haddaway, Incorporator

I, James R. Haddaway, consent to serve as the registered agent on behalf of the Corporation.



James R. Haddaway