

ARTICLES OF INCORPORATION

OF

SIDE BY SIDE STUDIO, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned propose to form a nonprofit foundation, having no capital stock, for public charitable purposes as hereinafter set forth, from which no private pecuniary profit is derived, under the provisions of Kentucky Revised Statutes Sections 273.160 to 273.290 and, requesting a charter therefore, submit the following Articles:

ARTICLE I

NAME AND DURATION

The name of the corporation (hereinafter referred to as “the Corporation”) shall be Side by Side Studio, Inc. The duration of the corporation shall be perpetual.

ARTICLE II

PURPOSE

The purposes for which the Corporation is formed are to establish, operate and maintain a foundation whereby there may be conducted such religious, charitable, literary, scientific or educational activities as may be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and for which non-profit corporations

may be organized under the laws of the Commonwealth of Kentucky and, in particular, without limitation upon the foregoing,

- (a) To provide enrichment to the lives of the community by having our studio open and actively working with families in the New Louisville area
- (b) To directly engage youths and their families to promote emotional and social well-being through the vehicle of arts and crafts based projects

ARTICLE III

POWERS

The Corporation hereby formed shall have the following powers: To acquire, hold, lease, rent, and mortgage, exchange and otherwise convey or deal with both real and personal property obtained by purchase, gift, grant, bequest, or otherwise; to act as trustee in holding and administering gifts, bequests and devises; to receive, accept, manage and control any and all gifts, donations and bequests of property of all kinds, and to carry out and perform all conditions, trusts and directions annexed thereto; to invest funds in securities for endowment purposes as would any prudent investor; to have, use and alter a seal; to employ skilled experts, teachers, administrative officers and others by oral or written contract under such conditions as it may from time to time determine; to make bylaws, to give effect to the provisions of these Articles of Incorporation, and to amend, alter or replace them when deemed necessary by the Board of Directors, and generally, to do all things and perform all powers necessary, expedient or convenient, to accomplish the objectives of this Corporation.

ARTICLE IV

RESTRICTIONS

(a) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers or 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 Article II hereof.

(c) 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.

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall, subject to the discharge of valid obligations of the Corporation and to applicable provisions of law, be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE V

MANAGEMENT AND OPERATIONS

DIRECTORS. (a) This Corporation and its affairs shall be managed and controlled by a Board of Directors composed of not less than three or more than fifteen members. The term of office of the members of the Board of Directors shall be for one year. At the end of the term of a director, a successor may be chosen by the class of members as provided in the Bylaws to fill the vacancy thus created and shall serve for a term of one year. Any director shall continue in office after the expiration of his term until his successor has been chosen and qualified to act or the board votes not to fill the vacancy.

The Board of Directors shall have the power to fill all interim vacancies in its membership which may occur or which may exist.

ADVISORS. (b) A Council of Advisors are to be elected to serve until resignation or removal. They shall be elected or removed by the class of members provided in the Bylaws at any meeting of that class of members of the Corporation or by written ballot upon at least 30 days prior written notice until waived. At any such meeting of the members for the election of Advisors and for the transaction of any other business which may require action or vote by the Directors, the voting shall be conducted in the manner, and votes shall be cast by such members or classes of members as are given such voting rights, as provided by the Board of Directors. Advisors shall not have authority to bind the corporation in any way.

OFFICERS. (c) The officers of the Corporation may be, but need not be, members of the Board of Directors. The officers of the Corporation shall be elected by the Board of Directors. The officers of the Corporation shall be elected by the Board of Directors, for such terms as provided by the Board of Directors, which may also provide for an Executive Committee of not less than three (3) members of the board to exercise such powers and duties as may be provided by the Board of Directors. There shall be a president, secretary, treasurer, and such other officers as may be provided for by the Board of Directors. Any two of the offices except that of president may be combined in one person.

MEMBERS. (d) The Corporation may have one or more classes of members and the designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the Bylaws of the Corporation adopted according to law and these Articles. The organization of the classes of members of the Corporation shall reflect and promote the common interests of the members in achieving the purposes of the Corporation set forth under Article II of these Articles. The incorporators and the subscribers of these Articles of Incorporation

and the persons constituting the first Board of Directors named herein shall comprise the initial or founding membership of the Corporation. Members shall not, by reason or mere membership, have authority to bind the corporation in any way.

LIABILITY. (e) The directors, advisors and officers of this Corporation shall not be personally liable for any acts done by them for and on behalf of the Corporation which are done in good faith, and the Corporation shall hold the directors and officers harmless for all such acts done or performed by them.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent and office of the Corporation is Kim Frazier-Pirog.

ARTICLE VII

PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is 2835 Eleanor Ave, Louisville, KY 40205

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the incorporators and initial Directors who are to serve until the first annual meeting or other meeting called to elect a board of Directors are:

<u>Names</u>	<u>Address</u>
Kim Frazier-Pirog	2835 Eleanor Ave, Louisville, KY 40205
Cindy Frazier	11615 Kings Lane, Louisville, KY 40205
Amy Frazier	91 Beechwood Ave, Shelbyville, KY 40065
Jane Parker	331 Buckland Trace, Louisville, KY 40245

ARTICLE IX
AMENDMENTS

These Articles may be amended by a vote of the majority of the members of the Board of Directors present at any meeting called for that purpose in accordance with the Bylaws.

IN TESTIMONY WHEREOF, Witness my signature this 15th day of September, 2014.

Respectfully Submitted,


