

OUTREELS CINCINNATI

A Kentucky Non-profit Corporation

ARTICLES OF INCORPORATION

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporators, who are individuals 18 years of age or older, hereby adopt the following Articles of Incorporation:

ARTICLE I **NAME**

1.01 Name

The name of this corporation shall be OutReels Cincinnati. The business of the corporation may be conducted as OutReels Cincinnati.

ARTICLE II **DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III **PURPOSE**

3.01 Purpose

OutReels Cincinnati is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Purpose One: OutReels Cincinnati fosters a creative outlet for the tri-state area where LGBT issues are expressed and discussed through the art of film. The three day festival showcases more than 20 short and feature films from around the world with a chance to attend informative sessions and interact with actors, directors, producers, and guests. In addition, the event provides an opportunity to network with like-minded individuals.

*This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.02 Non-Profit

OutReels is designated as a non-profit corporation.

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

OutReels is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of OutReels Cincinnati shall inure to the benefit of, or be distributable 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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.

OutReels is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of OutReels Cincinnati of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the OutReels Cincinnati, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the OutReels Cincinnati hereunder shall be selected by the discretion of a majority of the managing body of the OutReels Cincinnati and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the OutReels Cincinnati by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Kentucky to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
BOARD OF DIRECTORS

5.01 Governance

OutReels Cincinnati shall be governed by its board of directors.

5.02 Initial Directors

The names and addresses of the initial directors are as follows:

Chuck Beatty, President: 108 East 24th Street, Covington, Kentucky 41014

David Wolff, Vice President: 610 E 8th Street, Newport, Kentucky 41071

Chris Sluder, Secretary: 4127 Fox Run Trail #6, Cincinnati, Ohio 45255

ARTICLE VI
MEMBERSHIP

6.01 Membership

OutReels Cincinnati shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

OutReels Cincinnati
108 East 24th Street
Covington, Kenton County, Kentucky 41014

OutReels Cincinnati Articles of Incorporation

The mailing address of the corporation is:

OutReels Cincinnati
108 East 24th Street
Covington, Kenton County, Kentucky 41014

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Chuck Beatty
108 East 24th Street
Covington, Kenton County, Kentucky 41014

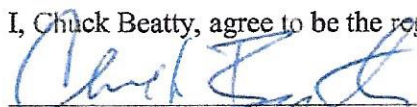
ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Law Offices of Shannon C. Smith, PLLC
605 Madison Avenue, Suite 2
Covington, KY 41011

ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT

I, Chuck Beatty, agree to be the registered agent for OutReels Cincinnati as appointed herein.


Chuck Beatty, Registered Agent

Date: 2/15/18

OutReels Cincinnati Articles of Incorporation

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 2/20/18

Name and Address of Incorporator:

Matthew D. Dusing
Matthew D. Dusing
Law Offices of Shannon C. Smith, PLLC
605 Madison Ave, Suite 2
Covington KY 41011