

ARTICLES OF INCORPORATION
OF
SCHOLAR HOUSE OF PIKEVILLE, INC.

ARTICLE 1.

Name

The name of the Corporation is Scholar House of Pikeville, Inc.

ARTICLE 2.

Duration

The duration of the Corporation shall be perpetual.

ARTICLE 3.

Offices and Registered Agent

The street address of the initial registered office of the Corporation is 1122 Rogers Street, Louisville, Kentucky 40201. The name of the initial registered agent at that address is Jacob L. Brown. The street address of the principal office of the Corporation is 1122 Rogers Street, Louisville, Kentucky 40201. The name of the incorporator at that address is Jacob L. Brown.

ARTICLE 4.

Purposes, Powers and Limitations

The Corporation is organized pursuant to Chapter 273 of the Kentucky Revised Code (the "Act"). The Corporation shall be organized at all times and thereafter operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"). In carrying out its corporate purposes, the Corporation shall have all the powers allowed pursuant to the Act.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this article and as are exclusively charitable and are treated as charitable under Section 501(c)(3) of the Code. In particular, the Corporation is organized to provide relief to the poor through the acquisition and construction of affordable housing for low, very low and some moderate income families and individuals who are enrolled or seeking to become enrolled at a post-secondary educational institution and provide supportive services to such

persons for the purpose of removing barriers to attaining access to higher education and gainful employment.

For purposes of these Articles of Incorporation, “charitable purposes” include charitable purposes within the meaning of Section 501(c)(3) of the Code and Section 170(c)(2) of the Code. All references in these Articles of Incorporation to sections of the Code shall be considered references to the Code, as from time to time amended, and to the corresponding provisions of any applicable future internal revenue laws of the United States, and to all regulations issued under such sections and provisions.

The Corporation shall be neither organized nor operated for pecuniary gain or profit. In that regard:

- (a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, director, officer, or trustee of the Corporation, or any other private person; but 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;

- (b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

- (c) notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry out any other activities not permitted to be carried out:

- (i) by a Corporation exempt from federal income taxation under Section 501(c)(3) of the Code; or

- (ii) by a Corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code.

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed as described in Article 9.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied, and carried out in accordance with such intent.

ARTICLE 5.

Initial Board of Directors

The governing body of the Corporation shall consist of a board of directors which shall have the power to adopt, amend, and repeal these Articles of Incorporation. The Corporation's board of directors shall consist of thirteen (13) members, of which, (i) six (6) shall be residents of Pike County, Kentucky and appointed by the County Judge Executive of Pike County, Kentucky, (ii) six (6) shall be residents of the City of Pikeville, Kentucky and appointed by Mayor of the City of Pikeville, Kentucky and (iii) one (1) shall be an employee of Pikeville University, Pikeville, Kentucky and appointed by the President of said university. The manner of election or appointment of a Chairman and Vice-Chairman, and the qualifications and rights of the members of the board of directors shall be set forth in the Bylaws of the Corporation, which shall be adopted by the initial board of directors. The initial board of directors is as follows:

<u>Name</u>	<u>Initial Term</u>
1. Kay Hammond, University of Pikeville	1 Year
2. Sherry Riddle, Pikeville area YMCA, Director	1 Year
3. Minta Chaney, Pikeville Main Street, Director	2 Years
4. Randall Roberts, Pikeville KCTCS, President	2 Years
5. Philip Elswick, Summit Engineering, Engineer	3 Years
6. Donovan Blackburn, City of Pikeville, City Manager	3 Years
7. Randy Johnson, Pikeville Hospital	1 Year
8. Carol Napier, Pike County Community Service	1 Year
9. JMN Robinson	2 Years
10. Gaye Newsome, Pike County Affordable Housing Development Corp.	2 Years
11. John Doug Hayes, Pike County Deputy Judge Executive	3 Years
12. Wayne T. Rutherford, Pike County Judge Executive	3 Years
13. James Hurley, University of Pikeville	3 Years

The terms of office of the directors may be staggered for any length no less than one (1) year and no more than three (3) years. After the initial term, each director shall serve for a term of four (4) years.

ARTICLE 6.

Bylaws

The Bylaws for the Corporation shall be adopted by the board of directors, which shall have the power to modify, amend or restate the Bylaws in accordance with the terms thereof.

ARTICLE 7.

Members

The Corporation will not have members.

ARTICLE 8.

No Personal Liability; Indemnity

The officers, directors, members and employees of the Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their positions as such. The board of directors shall have the power to indemnify the officers, directors, members and employees of the Corporation to the fullest extent provided by law, such indemnification to be set forth in the Bylaws of the Corporation.

ARTICLE 9.

Dissolution

In the event of dissolution of the Corporation, the board of directors shall, after paying or making provisions for the debts of the Corporation, distribute the assets exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any later Federal tax laws), to the University of Pikeville or as the Board of Directors shall determine.

The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office for the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this ____ day of July, 2012.

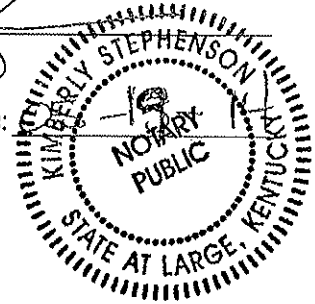
Jacob L. Brown, Incorporator

COMMONWEALTH OF KENTUCKY)
) ss
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 28th day of July, 2012, by Jacob L. Brown, as Incorporator of the Pikeville Scholar House, Inc. on behalf of the corporation.

Notary Public

My Commission expires:



THIS INSTRUMENT PREPARED BY:
 Sujyot S. Patel, Esq.
 Peck, Shaffer & Williams LLP
 50 East RiverCenter Boulevard, Suite 1150
 Covington, KY 41011