

Articles of Incorporation of The Theatre Downstream, Inc.

The undersigned, all of whom are citizens of the United State, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law, do hereby certify:

First: The name of the corporation shall be The Theatre Downstream, Inc.

Second: The Theatre Downstream, Inc. is a non-profit organization whose purpose is to offer artistic opportunities and quality theatrical entertainment for the community.

Said 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.

Third: The name of the registered agent is James Russell Cooper and the street address of the corporation's initial registered office in Kentucky is:
1621 Stevens Ave. Louisville, KY 40205

Fourth: The mailing address of the corporation's principal office is:
1621 Stevens Ave. Louisville, KY 40205

Fifth: The number of directors constituting the initial board of directors is four. The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Name: James Russell Cooper	Address: 1621 Stevens Ave., Louisville, KY 40205
Name: Jill Barnes-Moore	Address: 302 E Washington, LaGrange, KY 40031
Name: Ashley Raymer-Brown	Address: 600 Bohannon Rd., Pleasureville, KY 40057
Name: Rachael Yeager	Address: 424 Rockbridge Rd., Shelbyville, KY 40065

Sixth: The name and mailing address of the incorporator is:

Name: James Russell Cooper Address: 1621 Stevens Ave., Louisville, KY 40205

Seventh: No part of the net earnings of the corporation 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 Article Second hereof. No substantial part of the activities of the corporation shall be 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

Eighth: Upon the dissolution of the corporation, assets 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.

Ninth: This application will be effective upon filing.

We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

<u>James Russell Cooper</u>	<u>James Russell Cooper, President</u>	<u>6/24/14</u>
Signature of Incorporator	Name & Title	Date

I, James Russell Cooper, consent to serve as the registered agent on behalf of the corporation.

<u>James Russell Cooper</u>	<u>James Russell Cooper, President</u>	<u>6/24/14</u>
Signature of Registered Agent	Name & Title	Date

<u>Jill Barnes-Moore</u>	<u>Jill Barnes-Moore, Secretary</u>	<u>6/24/14</u>
Signature of Director	Name & Title	Date

<u>Rachael Yeager</u>	<u>Rachael Yeager, treasurer</u>	<u>6/24/14</u>
Signature of Director	Name & Title	Date

<u>Ashley Ramm-Brown</u>	<u>Ashley Ramm-Brown, Vice-President</u>	<u>6/24/14</u>
Signature of Director	Name & Title	Date