

ARTICLES OF INCORPORATION**OF****HOLIDAYS IN ALEXANDRIA, INC.
a Kentucky Nonprofit, Non-stock Corporation**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned acting as incorporator executes these Articles of Incorporation for the purpose of forming and does hereby form a nonprofit, non-stock corporation under Chapter 273 of the Kentucky Revised Statutes, in accordance with the following provisions.

ARTICLE I

This Corporation shall be named and known as **Holidays In Alexandria, Inc.**, by which name it may contract and be contracted with, hold and convey property, sue and be sued, and carry on business consistent with its purposes and powers.

ARTICLE II

The initial registered office is located at **30 East 8th Street, Suite 200, Newport, Kentucky 41071**, and its agent for service of process at that address shall be **W. Thomas Fisher**. The corporation's initial principal office shall be **8236 West Main Street, Alexandria, Kentucky 41001**.

ARTICLE III

The Corporation shall be a non-profit organization, with no capital stock and from which no private pecuniary profit shall ever be derived by any Member, Director, Officer or other person, except such compensation as may be allowed for services actually rendered to the Corporation.

ARTICLE IV

4.1 The Corporation is organized and shall be operated exclusively for the

following charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"): (i) to prevent community deterioration; (ii) lessen the burdens of government in Alexandria, Kentucky; and (iii) educate the community about the City of Alexandria, Kentucky and its heritage and culture. The Corporation may engage in one or all of the following activities in order to accomplish its goals: (i) developing and operating community events which build community support for and promote the interests of the City of Alexandria, Kentucky; (ii) promoting and facilitating communications between the residents of the City of Alexandria, Kentucky and all levels of government; (iii) promoting, maintaining, expanding and preserving the public spaces of the City of Alexandria, Kentucky; and (iv) all other activities necessary to accomplish these purposes and otherwise to improve and promote the City of Alexandria, Kentucky. Further, any and all such things and acts in and incidental to the conduct of such activities as are useful, necessary, proper and lawful, are declared purposes.

4.2 The Corporation 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 Code, or the corresponding section of any future federal tax code. The Corporation is empowered to exercise all rights and powers conferred by Kentucky law, so long as they are consistent with the requirements Section 501(c)(3) of the Code.

ARTICLE V

The duration of the Corporation shall be perpetual.

ARTICLE VI

The Corporation is empowered to exercise all rights and powers conferred by the Kentucky Nonprofit Corporation Acts, so long as they are consistent with the requirements of Section 501(c)(3) of the Code.

ARTICLE VII

The business and affairs of the Corporation shall be governed and conducted by a Board of Directors. The Board of Directors shall consist of not more than fifteen (15) nor less than three (3) members as may be determined from time to time by the said Board of Directors in accordance with the By-Laws. The initial Board of Directors shall include the Incorporators and the terms of the Directors shall be as set forth in the By-Laws of the Corporation. The Board of Directors shall have full power and authority to adopt all necessary regulations and By-Laws for the Corporation.

ARTICLE VIII

The Incorporator is W. Thomas Fisher, **30 East 8th Street, Suite 200, Newport, Kentucky 41071**. The names and addresses of the initial Directors are as follows:

Sandy Decker
8366 Riley Road
Alexandria, Ky 41001

Shari Hennekes
4 Baywood Court
Alexandria, Ky 41001

Melinda Grizzell
1412 Stry Road
Alexandria, Ky 41001

Bill Rachford
153 Stonegate
Alexandria, Ky 41001

Mary Ann Seibert
8277 E. Main Street
Alexandria, Ky 41001

Janet Bezold
9897 Barrs Branch
Alexandria, Ky 41001

Lisa Placke
106 Carriage Park
Alexandria, Ky 41001

Melissa Johnson
1035 Moreland Road
Apt #11
Alexandria, Ky 41001

Denny Robinson
16 Shaw Drive
Alexandria, Ky 41001

ARTICLE IX

The Corporation shall have members and the membership in the Corporation and other terms of membership shall be set forth in the By-Laws of the Corporation. The Corporation shall not have or issue shares of capital stock.

ARTICLE X

Each person who is or was a member, director, trustee, or officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, trustee, or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer,

or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article X shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the Corporation within ninety (90) calendar days after a written claim has been received by the Corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Act or under this Article X, but it shall not be obligated to do so. The indemnification provided by this Article X shall not be deemed exclusive of any other rights which those seeking indemnification may have or

hereafter acquire under any By-Law, agreement, statute, vote of members or Board of Directors, or otherwise. If this Article X or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article X that shall not have been invalidated or by any other applicable law.

ARTICLE XI

Notwithstanding the provisions of Article X, the private property of the members of this Corporation shall be exempt from liability for any and all debts of the Corporation.

ARTICLE XII

No director shall be personally liable to the Corporation for monetary damages for breach of his duties as a director, except for liability as set forth in Section 273.248, as amended.

If the Kentucky Revised Statutes are amended after approval of this Article XII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article XII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIII

13.1 Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the 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.

13.2 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), 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.

13.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, 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 IV of these Articles of Incorporation.

13.4 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from taxation under Section 501(c)(3) of the 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 Code, or the corresponding section of any future federal tax code.

13.5 In any taxable year as described in Section 509(a) of the Code, the Corporation (a) shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) shall not make any

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand
this 8th day of May, 2012.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

A circular notarial seal for the State of Ohio. The outer ring contains the text "NOTARIAL SEAL" at the top and "STATE OF OHIO" at the bottom, separated by two stars. The center of the seal features a landscape with a sun rising over hills and a body of water.

Sheila Hedrick
Notary Public, State of Ohio
My Commission Expires 03-26-2017