

**ARTICLES OF INCORPORATION
OF
RIVER CITY CIGAR CLUB, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Kentucky Nonprofit Corporation Act, KRS 273.161, et seq., does hereby execute the following Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation is River City Cigar Club, Inc.

ARTICLE II

NOT-FOR-PROFIT: The corporation is a non-profit corporation as defined by the Kentucky Nonprofit Corporation Act, KRS 273.161, et seq. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers, or any other private persons, 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 herein.

ARTICLE III

NON-STOCK BASIS: The corporation is organized and shall be operated on a non-stock

basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the corporation.

ARTICLE IV

PURPOSES AND POWERS:

(A) The corporation is organized and operated exclusively for social purposes. In carrying out its corporate purpose, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

(B) In furtherance of the general purposes in paragraph (A), the particular purpose of the corporation is: a casual private men's club to foster and promote social friendships, recreation, and relaxation, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

ARTICLE V

LIMITATIONS: Notwithstanding any other provision of these Articles, the corporation's activities, purposes, and powers are subject to the following limitations:

(A) The corporation is organized for pleasure, recreation, and other nonprofitable purposes, and no part of the net earnings of which inures to benefit of or be distributable to its members, directors, or officers, or any other private persons;

- (B) The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax law) (the “Code”);
- (C) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation;
- (D) The corporation shall not participate or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office;
- (E) The corporation shall not undertake any objectives or engage in any activities that would cause it to be characterized as an “action” organization within the meaning of the Code or applicable U.S. Treasury regulations; and
- (F) If the corporation is classified as a private foundation under Section 509 of the Code, then it shall also be subject to all requirements and restrictions imposed by KRS 273.400 and shall not do any act or thing which would cause it to be subject to private foundation excise taxes.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial

registered office of the corporation is 9300 Shelbyville Road, Suite 210, Louisville, Kentucky 40222.

The initial registered agent of the corporation at such address is Chris J. Gadansky, Esq.

ARTICLE VII

PRINCIPAL OFFICE: The mailing address of the principal office of the corporation where the executive offices are located is 1839 R Brownsboro Road, Louisville, Kentucky 40206.

ARTICLE VIII

DIRECTORS: The business and affairs of the corporation shall be governed by a board of directors and officers. The number of directors of the corporation shall be fixed by the bylaws, but shall at all times be not fewer than three (3). The names and addresses of the initial directors of the corporation, all of whom shall serve until the first annual meeting of the board of directors or until the first meeting called to elect the board of directors, are:

Ed Hagan	2551 Glenmary Ave. Apt 3 Louisville, KY 40204
Rick Stoll	702 Windsor Keep Dr. Louisville, KY 40222
Gene Roberts	8704 Mt. Estes Lane Louisville, KY 40291
Greg Clark	4811 Middlesex Drive Louisville, KY 40245

ARTICLE IX

DIRECTOR LIABILITY: No director shall be personally liable to the corporation for monetary damages for breach of his or her duties as a director except for liability:

(A) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation; or

(B) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or

(C) For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after adoption of these Articles 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 shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X

INDEMNIFICATION: The corporation shall indemnify each person who is or was a member, director or officer of the corporation, whether elected or not, and each person who is or was serving at the request of the corporation, whether elected or not, including such person's heirs,

executors, administrators, and estate, against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, penalties, and amounts paid in settlement) incurred by such person in such person's capacity as or arising out of such person's status as a member, director, officer, or employee. However, no such person shall be indemnified against any 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. 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 advanced if it shall be determined that the person is not entitled to indemnification.

If any indemnification payment required by this article is not paid by the corporation within ninety (90) 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, but it shall not be obligated to do so.

The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members, or board of directors, or otherwise.

Repeal or modification of this article shall not affect any rights or obligations then existing.

ARTICLE XI

INCORPORATOR: The name and address of the incorporator is:

Ed Hagan
2551 Glenmary Ave. Apt 3
Louisville, KY 40204

SIGNED by the incorporator, **Ed Hagan**, at Louisville, Kentucky, on this 11th day of
August, 2014.


Ed Hagan, Incorporator

CONSENT OF INITIAL AGENT FOR SERVICE OF PROCESS

I, Chris J. Gadansky, Esq., having a principal place of business at 9300 Shelbyville Road, Suite 210, Louisville, Kentucky 40222, consent to serve as the registered agent for service of process of RCMC, Inc.

Date: August 11, 2014.



Chris J. Gadansky, Esq.

PREPARED BY:



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