

# ARTICLES OF INCORPORATION OF Sheltered Risks Incorporated

The undersigned incorporators, both of whom are citizens of the United States, execute these articles of incorporation for the purpose of forming and do hereby form a non-profit corporation under the non-profit corporation laws of the Commonwealth of Kentucky, KRS 273.161 et seq., in accordance with the following provisions:

## ARTICLE I

### Name

The name of the Corporation shall be Sheltered Risks Incorporated.

## ARTICLE II

### Purposes and Powers

The 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. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its 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 Two hereof. 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 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, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### ARTICLE III Directors

A board of directors shall govern the business and affairs of the corporation. The 7 members of the initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualify. The President of the Board, with or without cause may remove a director from office. The names and mailing addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Anthony Howard	758 Beechridge Rd Frankfort, Ky 40601 cabin 4
Tania Tomani	758 Beechridge Rd., Frankfort, KY 40601cabin 1
Mark Vied	758 Beechridge Rd, Frankfort, KY 40601 cabin 5
Nathan Arvin	8180 Hatton Rd., Frankfort, KY 40601
Anthony Kent	PO Box 188, Pleasureville, KY 40066
Anna Story	758 Beechridge Rd Frankfort, KY 40601 cabin 6
James Winstead	758 Beechridge Rd, Frankfort, KY 40601cabin 1

### ARTICLE IV Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 758 Beechridge Road, Frankfort, Kentucky. The name of the initial registered agent at that address is Thecla Helmbrecht-Howard.

### ARTICLE V Principal Office

The mailing address of the principal office of the corporation is 758 Beechridge Road, Frankfort, Kentucky 40601

## ARTICLE VI

The name and address of the incorporators are as follows:

A      Name:      Thecla Helmbrecht Howard  
         Address:      758 Beechridge Road, Frankfort, Kentucky 40601  
  
         Name:      Anthony H. Howard  
         Address:      758 Beechridge Road, Frankfort, Kentucky 40601

Signed by the incorporators at 758 Beechridge Road, Frankfort, Kentucky,  
February 15, 2012

\_\_\_\_THH\_\_\_\_\_ Thecla Helmbrecht Howard

\_\_\_\_AHH\_\_\_\_\_ Anthony H. Howard (see next  
page for signatures.

Name: Anthony Howard  
Address: 758 Beechridge Road, Frankfort, Kentucky 40601

Name: Thecla Helmbrecht-Howard  
Address: 758 Beechridge Road, Frankfort, Kentucky 40601

Signed by the incorporators at 758 Beechridge Road, Frankfort, Kentucky  
February 15, 2012

 \_\_\_\_\_ Anthony H. Howard

 \_\_\_\_\_ Thecla Helmbrecht Howard

#### ARTICLE VII Members

The corporation shall have no members.

#### ARTICLE VIII Officers

The bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

#### ARTICLE IX Bylaws

The bylaws of the corporation shall be adopted, and maybe amended or repealed, by the board of directors.

#### ARTICLE X Indemnification

Each person who is or was a director, trustee, or officer of the corporation whether elected or appointed, and each person who is or was serving at the

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## ARTICLE X

### Indemnification

Each person who is or was a 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 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 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 person 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 entitles to such indemnification. Any repeal or modification of this article shall not affect the rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the 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 Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive or 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. If this article 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 that shall not have been invalidated or by any other applicable law.

## ARTICLE XI

### Limitation of 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 corporations;
- (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 approval of this article 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

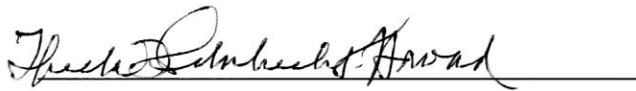
protection of a director of the corporation existing at the time of such repeal or modification.

## ARTICLE XII

### Dissolution of Corporation

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.

Pursuant of the provisions of KRS Chapter 273, the undersigned, as the initial registered agent identified in Article IV of the Articles of Incorporation of Sheltered Risks Incorporated, hereby consents to serve Sheltered Risks Incorporated in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Nonprofit Corporation Act.

A handwritten signature in cursive script, reading "Thecla Helmbrecht-Howard", is written over a horizontal line.

Thecla Helmbrecht-Howard

This instrument prepared by:

Anthony H. Howard, 758 Beechridge Road, Frankfort, Kentucky, 40601



