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ADD**Michael G. Adams**
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
MARK STOOPS FAMILY FOUNDATION, INC.**

The undersigned incorporator executes these Articles of Incorporation (the “Articles”) for the purpose of forming, and does hereby form, a nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges, and immunities of a corporation organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

Article I

The name of the nonprofit corporation is THE MARK STOOPS FAMILY FOUNDATION, INC. (the “Corporation”).

Article II

The Corporation is organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code) (the “Code”). The Corporation shall receive contributions and fees, and shall distribute its funds for one or more charitable purposes, including the making of distributions to one or more “charitable organizations” and/or individuals for charitable purposes only at such times and in such amounts or proportions as the Corporation’s Board of Directors shall direct. The term “charitable purposes” shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes with the meaning of those terms as used in Section 501(c)(3) of the Code, and the term “charitable organization” means any organization that is organized exclusively for charitable purposes and is described in Section 501(c)(3) of the Code. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof, these Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. It is further intended that this Corporation shall be a private foundation as defined in Section 509 of the Code and for purposes of Section 508(e) of the Code and KRS 273.400.

Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; the net earnings of the Corporation shall be devoted exclusively for charitable purposes and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributions in furtherance of Section 501(c)(3) purposes; 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, except as provided in Section 501(h) of the Code; and the Corporation shall not carry on any

activities denied to: (a) an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Article III

The street address of the Corporation's initial registered office is 2421 Members Way, Lexington, Kentucky 40504. The name of the Corporation's initial registered agent at that address is Troy Mulligan.

Article IV

The mailing address of the Corporation's principal office is 295 Alumni Drive, Lexington, Kentucky 40506.

Article V

The name and mailing address of the Incorporator is Preston Worley, 201 East Main Street, Suite 900, Lexington, Kentucky 40507.

Article VI

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) Directors, the exact number, the voting rights, and the terms of each to be set in the manner provided for in the Bylaws of the Corporation (the "Bylaws"). The initial Board of Directors of the Corporation shall consist of three persons who shall serve until the first annual election of Directors or until their successors are elected and qualify as provided in the Bylaws. The names and mailing addresses of the Directors are:

Mark Stoops
295 Alumni Drive
Lexington, Kentucky 40506

Eddie Gran
1180 Lakewood Dr.
Lexington, Kentucky 40502

Josh Pruitt
905 Henderson Dr.
Lexington, Kentucky 40515

Article VII

The Bylaws shall provide for such offices and committees as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws.

Article VIII

The Bylaws for the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

Article IX

The private property of the Directors of the Corporation shall be exempt from liability for any and all debts of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors may be specified in the Bylaws.

Article X

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;
- (b) For acts or omissions not taken in good faith or which involve intentional misconduct or are known to the directors to be a violation of law; or
- (c) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after the effective date 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 eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as 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.

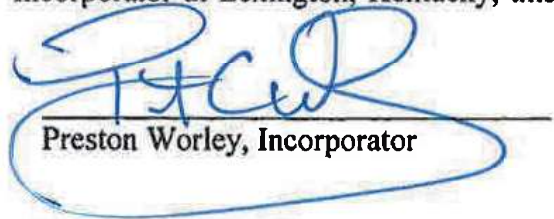
Article XI

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of, all liabilities of the Corporation, dispose of all corporate assets to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Code, or to such organizations described under Section 170(c)(1) of the Code, as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is

then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

SIGNED AND ACKNOWLEDGED by the Incorporator at Lexington, Kentucky, this 24th day of August, 2022.

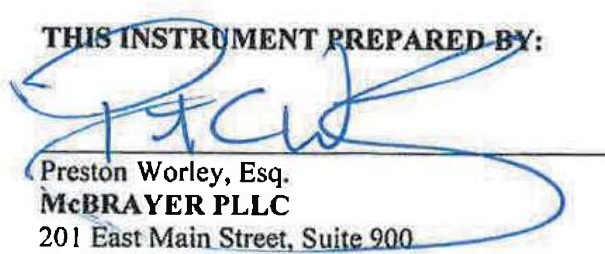

Preston Worley, Incorporator

WRITTEN CONSENT OF INITIAL REGISTERED AGENT

The undersigned, Troy Mulligan, hereby consents to serve as initial registered agent of the Corporation, this 24th day of August, 2022.


Troy Mulligan, Registered Agent

THIS INSTRUMENT PREPARED BY:


Preston Worley, Esq.
McBRAYER PLLC
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