

**Articles of Incorporation  
Of  
S.U.C.C.E.S.S., INC.**

**Pursuant to the provisions of KRS 273.247, the undersigned Corporations  
hereby executes these Articles of Incorporation:**

**Article I - Name**

The name of this Corporation shall be S.U.C.C.E.S.S., Inc.

**Article II - Purpose**

- (A) The corporation is organized and operated exclusively for non-profit purposes. In carrying out its corporate purposes, the Corporation shall have all the powers allowed nonprofit corporations pursuant to KRS 273.161 et seq., that are not inconsistent with the Corporation's qualification under Section 501(c)(3) of the Kentucky Revenue Code of 1986, as amended (the "Code") (or under any corresponding provision of any successor codification (a "Successor Code") of the federal tax laws), as a corporation organized and operated exclusively for non-profit purposes; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation.
- (B) In furtherance of the general purposes stated in Paragraph (A), the particular purpose of the Corporation is to conduct an adolescent group home treatment facility.

**Article III - Duration**

The period or duration of the corporation is perpetual.

**Article IV - Members**

The corporation shall have no members.

**Article V – Directors**

The business and affairs of the corporation shall be governed by a board of directors. The board of directors shall initially be comprised of four (4) directors. The length of term(s) of the directors shall be determined when a board of directors has more than one member.

## **Article VIII – By-laws**

### **By-laws**

The bylaws of the corporation shall be adopted, and may be amended or repealed, by the board of directors.

## **Article IX – 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 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 director, trustee, officer, or employee or arising out of such person's status as a director, trustee, officer, or employee, provided, however, no such person shall be indemnified against 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 any 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 shall not affect any 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 may have or hereafter acquire under any bylaw, agreement, statute, vote of the 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 X – Limitation of Director Liability**

No director shall be personally liable to the corporation for monetary damages for breach of his or her duties as 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 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.