

**ARTICLES OF INCORPORATION  
OF  
LOUISVILLE WATER FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation organized pursuant to Chapter 273 of the Kentucky Revised Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is the Louisville Water Foundation, Inc.

ARTICLE II - PURPOSES

The corporation is organized exclusively for charitable, 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. The Corporation may accept any conveyance of any interest in real or personal property in accordance with the Corporation's Bylaws to further the foregoing purposes.

ARTICLE III - OFFICES

a. The mailing address of the corporation's principal office is 550 South Third Street, Louisville, Kentucky 40202.

b. The name of its registered agent is Barbara K. Dickens. The address, including street and number, of its resident agent for service of process is 550 South Third Street, Louisville, Kentucky 40202.

ARTICLE IV – INITIAL DIRECTORS

a. The number of directors constituting the initial Board of Directors is six.

b. The names and addresses of the initial members of the corporation's Board of Directors are:

Name

Address

Marita Willis                      550 South Third Street, Louisville, KY 40202

Creighton Mershon              550 South Third Street, Louisville, KY 40202

Glenn Sullivan	550 South Third Street, Louisville, KY 40202
Greg Heitzman	550 South Third Street, Louisville, KY 40202
Amber Halloran	550 South Third Street, Louisville, KY 40202
Barbara Dickens	550 South Third Street, Louisville, KY 40202

#### ARTICLE V - INCORPORATOR

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Barbara Dickens	550 South Third Street, Louisville, KY 40202

#### ARTICLE V – MEMBERS

The corporation shall have no members. The affairs of the corporation shall be managed and conducted by its duly elected directors.

#### ARTICLE VI – CERTAIN ADDITIONAL MATTERS

The corporation is organized exclusively for charitable, 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 (the “Code”), or corresponding section of any future federal tax code.

The corporation shall adopt and be bound by Bylaws, which shall provide for the governance of the Corporation. The Bylaws shall include, but not be limited to, a provision requiring the Corporation to produce an annual report of its activities and financial accounting.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purpose clause 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 any candidate for public office. Any other provision of these Articles apparently to the contrary notwithstanding, the corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or

(b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

If, at any time, the corporation shall be determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

a. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

b. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

c. The corporation shall not purchase nor retain any excess business holding as defined in section 4943(c) of the Code;

d. The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Code; and

e. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

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 Code, or 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 disposed of shall be disposed of by the circuit court 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.

#### ARTICLE VII – STANDARD OF CARE; INDEMNIFICATION

Section 1. No director of the corporation shall be personally liable to the corporation for monetary damages for any breach of his or her duties as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation; (ii) 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 (iii) for any transaction from which the director derived an improper personal benefit.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 2. The corporation shall indemnify any director or officer of the corporation from and against any and all expenses (including attorneys' fees) reasonably and actually incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in

which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation.

The indemnification authorized by this Section 2 shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Articles, the Bylaws of the corporation, an agreement, by action of disinterested directors or otherwise. The corporation may take such steps as may be deemed appropriate by the board of directors to provide and secure indemnification to any such person, including, without limitation, the execution of agreements for indemnification between the corporation and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Section 2.


Dated: March 27, 2013

  
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Barbara K. Dickens, Incorporator


#### CONSENT OF INITIAL REGISTERED AGENT

The initial registered agent identified in Article III of these Articles of Incorporation of Louisville Water Foundation, Inc. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with Kentucky law.

Barbara K. Dickens

By:   
Title: Incorporator / Director

The foregoing instrument was prepared by:

  
\_\_\_\_\_  
Barbara K. Dickens  
550 South Third Street  
Louisville, KY 40202  
(502) 569-0808