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Michael G. Adams  
Kentucky Secretary of State  
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## ARTICLES OF INCORPORATION

### OF

## HAPPY FISH FOUNDATION, INC.

1. Name. The name of the Corporation shall be Happy Fish Foundation, Inc. (“Foundation”).
2. Duration. The duration of the Foundation shall be perpetual.
3. Registered Office and Registered Agent. The address of the registered office of the Foundation is 1715 Spring Drive, Louisville, Kentucky 40205. The name of the initial registered agent for service of process, located at such address is Gregory Fischer.
4. Principal Office. The principal office of the Foundation is located at 1715 Spring Drive, Louisville, Kentucky 40205. Other places of business in said city or elsewhere may be designated by resolution of the Board of Directors.
5. Corporate Purpose. Happy Fish Foundation is a non-profit Corporation and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Happy Fish Foundation’s purpose is to provide funds to organizations qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as stipulated by Happy Fish Foundation criteria.

To maximize Happy Fish Foundation’s impact on current efforts, it may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for charitable purposes.

6. Non-Profit Organization. The Foundation shall be irrevocably dedicated to and operated exclusively for non-profit purposes. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Foundation 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 Paragraph 5 hereof.

7. Corporate Affairs. In carrying out the corporate purposes described in Paragraph 5, the Foundation shall have all the powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in KRS 273.171 (or corresponding provisions of any later State statute), except as follows and as otherwise stated in these Articles:

(a) No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

(b) Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on:

- (1) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws; or
- (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

8. Initial Directors. The initial Board of Directors shall consist of six (6) Directors. The names and addresses of the members of the initial Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Gregory Fischer	1715 Spring Drive Louisville, Kentucky 40205
Alexandra Gerassimides	1715 Spring Drive Louisville, Kentucky 40205
Eleni Fischer	60 Indian Hills Trail Louisville, Kentucky 40207
George Fischer	601 Rubel Avenue Louisville, Kentucky 40204
Nicholas Fischer	1715 Spring Drive Louisville, Kentucky 40205
Mary Fischer	1715 Spring Drive Louisville, Kentucky 40205

9. Limitation of Director Liability.

(a) The directors, officers, employees and members of this Foundation shall not be held personally liable for any debt or obligation of the Foundation solely because of their position in the Foundation.

(b) Any person serving on the Board of Directors of this Foundation shall not be held personally liable for monetary damages resulting from the breach of his/her duties as a director unless such act, omission or breach:

- (1) concerned or concerns a transaction in which the director's personal financial interest was or is in conflict with the financial interests of the Foundation;
- (2) was not in good faith or involved or involves intentional misconduct on the part of the director;
- (3) was known by the director to be a violation of law; or
- (4) resulted in an improper personal benefit to the director.

10. Indemnification of Directors and Executive Officers. The Foundation may indemnify any director or executive officer or former director or executive officer of the Foundation against any expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which she or he is made a party by reason of being or having been such director or officer, except in relation to matters as to which she or he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Foundation. The indemnification and advancement of expenses provided by this Paragraph 10 shall not be deemed exclusive of any other rights to which directors or officers may be entitled under any agreement or otherwise.

11. Events Upon Dissolution. In the event of dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all assets of the Foundation exclusively for the purposes of the Foundation, based on the schedule of 501(c)(3) charitable entities provided to the Board by the Board Chair, or in the absence of such schedule, to the 501(c)(3) distributees during the final year of the Foundation's operations in the same ratio as the gifts made during that year.

12. Incorporator. The name and address of the incorporator is: Ivan J. Schell who is located at 500 West Jefferson Street, Suite 2400, Louisville, Kentucky 40202.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 2<sup>nd</sup> day of December, 2024.

  
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Ivan J. Schell, Incorporator

**CONSENT TO SERVE AS  
INITIAL REGISTERED AGENT FOR  
HAPPY FISH FOUNDATION, INC.**

The undersigned hereby consents to serve as the initial registered agent for Happy Fish Foundation, Inc. (the "Foundation"), as contemplated by the Foundation's Articles of Incorporation.

  
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Gregory Fischer