

Articles of Incorporation of Purchase Area Live Events Organization, Inc.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Laws of Kentucky do hereby certify:

First: The name of the Corporation shall be **Purchase Area Live Events Organization, Inc. (PALEO)**. The corporation shall generally conduct the business of the organization under the name **Ground Zero Promotions**.

Second: The place in this state where the principal office of the Corporation is to be located at 1607 Hermitage Place, in the City of Murray, Calloway County. This is also the registered address.

Third: Said 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. PALEO is organized for the purpose of supporting the various performance arts in the Purchase Region of the State of Kentucky, including promoting and developing local and regional performance artists and performance art venues, as well as attracting national performance artists to the region. PALEO will especially promote, support, and develop alternative forms of the performance arts, which have historically been severely under-represented in the Purchase area of Kentucky.

Fourth: The names and addresses of the persons who are the initial trustees (hereafter known as “directors” or “Board members” or “members”) of the corporation are as follows:

Name: Thomas McElrath	Address: 1607 Hermitage Place	Murray, KY 42071
Name: Daniel Jones	Address: 1537 Coles Campground Road	Murray, KY 42071
Name: Elizabeth Blumrick	Address: 1315 B Roberson Drive	Murray, KY 42071

The registered agent is Thomas McElrath, same address as listed above. The incorporator is also Thomas McElrath, same address as listed above.

Fifth: 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 Article Third 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 carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: 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. The decision on how to distribute assets on dissolution shall be determined as follows: Each of the two super-class of Board members shall choose appropriate recipients for ½ of the assets of the dissolved corporation at time of dissolution. No constraints shall be put on either super-class Board member’s choices, as long as the chosen recipient(s) of the assets satisfies the requirements set forth by the IRS codes governing such matters and State of Kentucky laws.

Seventh: PALEO’s Board of Directors shall consist of the 3 individuals named above, who shall be permanent members of the Board. The Board of Directors may choose at some time in the future to modify the Articles of

Incorporation to include additional directors should the needs of the corporation require it, but such a change may only occur by a vote to modify the Articles of Incorporation by the permanent members of the Board, and only by unanimous decision. A permanent director may only be removed by resignation.

Eighth: Two (2) Officers, hereafter known as Executive Directors or EDs, shall run the day-to-day operations of the corporation and shall have control over the corporation's resources and budget. The Executive Directors shall also serve on the Board of Directors, and shall constitute a super-class of Board member, having 2 votes each on the Board of Directors. The Board of Directors will appoint the executive directors to an initial term of 3 years, and will vote on the continued appointment of the executive directors every 3 years afterward, with a majority vote needed for appointment. Each appointment will last for a term of 3 years.

Ninth: A total of 5 votes are available to be cast at a meeting of the Board of Directors, with the 2 EDs accounting for 4 of those votes (see the eighth article). The EDs who are also permanent Board members are free to allocate their 2 votes in any manner that they see fit, including casting 2 votes for or against an issue, splitting the votes, or allocating one vote for and one vote against an issue, or abstaining from casting one or both of his votes. Votes may be cast in person, by phone, by email, or by text messaging. Other forms of communication are also acceptable as long as the method is agreed upon in advance by a majority vote of the members of the Board.

Tenth: All members of the Board of Directors, as well as the EDs of PALEO shall have no liability for monetary damages for breach of their duties as directors or EDs, except:

- (a) For any transaction in which the director(s)' or EDs personal financial interest(s) are 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(s) or EDs to be a violation of law; or
- (c) For any transaction from which the director(s) or EDs derived an improper personal benefit.

Eleventh: A quorum for the transaction of PALEO's business shall be defined as the presence of 2/3 of the permanent members of the Board of Directors for a meeting.

Twelfth: Meetings of the Board of Directors may be held at any place agreed upon by a majority of the Board of Directors. Directors may attend meetings by conference call. An annual meeting of the Board of Directors shall be held at a time agreed upon by a majority of the Board of Directors, and shall occur within the month of May. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of PALEO.

Thirteenth: Notice of meetings of the Board of Directors may be initiated by any director simply by notifying other directors of the desire to schedule such a meeting. Such a notice may be delivered via phone, fax, email, text message, Facebook message, wall post, or comment, or any other means of communication that easily and clearly denotes a time, place, and date of the meeting (as long as the meeting is in the month of May). Should no director initiate the scheduling of the annual meeting, the default day is the second Monday in May at 10:00 a.m. at the registered office of PALEO.

Fourteenth: Dissolution of PALEO shall only occur by a majority vote of the permanent members. If such a vote occurs, and a non-unanimous majority vote calls for dissolution, the anti-dissolution vote-caster shall be allowed to continue the corporation independently if the anti-dissolution vote caster is in the super-class of Board members. In such a case, the members who voted for dissolution may either resign, or continue their positions on the Board of Directors. A super-class member may choose to resign his position as an ED but remain on the Board (but not vice versa). In this case, the class of the member will be reduced to a regular class of permanent member, possessing only one vote.

In witness whereof, we have hereunto subscribed our names this Eleventh day of May, 2011.

Signed: Thomas McElrath 05/11/11 Signed: Daniel Jones 05/11/11 Signed: Elizabeth Blumrick 05/11/11
(printed names above constitute signatures for electronic submission of these articles. A signed hardcopy is kept in the possession of the registered agent of PALEO and is available upon request).