

**ARTICLES OF INCORPORATION  
OF  
AUTISM REACH OF KENTUCKY, INC.**

Pursuant to the provisions of KRS 273.273, the undersigned corporation hereby executes these articles of incorporation.

**ARTICLE I**

The name of this corporation shall be: Autism Reach of Kentucky, Inc.

**ARTICLE II**

The duration of this corporation shall be perpetual.

**ARTICLE III**

The purpose of Autism Reach of Kentucky, Inc. shall be to promote awareness of issues related to autism spectrum disorders; encourage community engagement and giving to related charitable causes; raise money for research and other activities dedicated to improving the lives of children and families living with autism spectrum disorders; and to hold community events to cultivate these purposes.

**ARTICLE IV**

This corporation is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code.

Accordingly, no part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, 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 Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE V**

The corporation shall be governed by a Board of Directors consisting of not less than six or more than eighteen members who shall be elected at the annual meeting of the corporation for a term of one calendar year. The numbers of directors may be increased or decreased by the by-laws of the corporation.

#### **ARTICLE VI**

The Board of Directors is empowered to enact, amend, alter or repeal by-laws for the administration of the corporation.

#### **ARTICLE VII**

The by-laws shall identify and provide for the method of election or appointment of the officers of the corporation.

### **ARTICLE VIII**

The initial Board of Directors consists of six members who are to serve as initial directors, whose names and addresses are as follows:

Thomas Bradford McLean  
219 W. Cross Street  
Midway, Kentucky 40347

Preston C. Worley, Esq.  
McBrayer, McGinnis, Leslie & Kirkland, PLLC  
201 E. Main Street, Suite 1000  
Lexington, Kentucky 40507

Jed Kerkoff  
652 Vonbryan Trace  
Lexington, Kentucky 40509

Grant Mills  
496 Longview Drive  
Lexington, Kentucky 40503

Adam Meyer  
1204 Bourbon Avenue  
Louisville, Kentucky 40213

Kate McLean  
219 W. Cross Street  
Midway, Kentucky 40347

### **ARTICLE IX**

The address of the registered office of the corporation in Kentucky is:

302 Shelby Street  
Frankfort, Kentucky 40601

The name and address of the registered agent of the corporation is:

Thomas Bradford McLean  
302 Shelby Street  
Frankfort, Kentucky 40601

The name and address of the Incorporator of the corporation is:

Thomas Bradford McLean  
302 Shelby Street  
Frankfort, Kentucky 40601

#### **ARTICLE X**

The address of the principal office of the corporation is:

302 Shelby Street  
Frankfort, Kentucky 40601

#### **ARTICLE XI**

The corporation shall have all powers attributable to a non-profit corporation in the Commonwealth of Kentucky, including, but not limited to, those powers enumerated under Chapter 273.161 through 273.400 of the Kentucky Revised Statutes.

#### **ARTICLE XII**

In the event of the dissolution of the corporation, such dissolution shall be pursuant to Chapter 273.161 through 273.400 of the Kentucky Revised Statutes.

Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 Franklin Circuit Court, 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 XIII**

The corporation shall have no members.

#### ARTICLE XIV

Each person who is or was a member, 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 member, 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 member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any 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 an 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, the member, 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 provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any by-law, agreement, statute, vote of members or 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 XV**

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

The foregoing articles of incorporation correctly set forth the provisions of the articles of incorporation and have been duly adopted as required by law.

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Autism Reach of Kentucky, Inc.

DATE: 10-5-11

  
T. Bradford McLean, Chairman of the Board


I, Brad McLean, consent to serve as the  
registered agent on behalf of the corporation.

Print Name of Registered Agent

Brad McLean

 Chairman 10-5-11  
Signature of Registered Agent Print Name & Title Date

PREPARED BY:

  
Preston C. Worley, Esq.  
McBrayer, McGinnis, Leslie & Kirkland, PLLC  
201 E. Main Street, Suite 1000  
Lexington, Kentucky 40507