

**ARTICLES OF ORGANIZATION OF MISSING ALEXIS,  
(A Kentucky Nonprofit Limited Liability Company)**

For the purpose of forming a Kentucky nonprofit limited liability company under Chapter 275 of the Kentucky Revised Statutes ("KRS"), the undersigned organizer submits the following Articles of Organization to the Secretary of State for filing:

**ARTICLE I**

**NAME**

The name of the nonprofit limited liability company is Missing Alexis, L.L.C.

**ARTICLE II**

**PURPOSE & POWERS**

The nonprofit limited liability company is organized and will be operated exclusively for the promotion of social welfare and educational activities including, without limitation, supporting families and developing awareness of the loss of pregnancies and infants through miscarriage, molar or ectopic pregnancy, prematurity, stillbirth, S.I.D.S. or any other form of antenatal or neonatal death.

**ARTICLE III**

**POWERS**

In carrying out its purposes, the nonprofit limited liability company shall have all the powers allowed nonprofit limited liability companies by KRS Chapter 275. The nonprofit limited liability company shall be organized and operated exclusively for the promotion of social welfare and not for profit. Notwithstanding any other provisions of these articles, the nonprofit limited liability company shall not carry on any activities not permitted by a nonprofit limited liability company exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The nonprofit limited liability company may receive and administer funds for promotion of social welfare and educational activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and to that end, the nonprofit limited liability company is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the nonprofit limited liability company, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Organization, the Bylaws of the nonprofit limited liability company, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for pecuniary profit or financial gain of its directors or officers except as permitted by KRS Chapter 275.



## **ARTICLE IX MANAGEMENT**

The nonprofit limited liability company is to be managed by its managers.

## **ARTICLE X ADDITIONAL PROVISIONS**

(A) No part of the net earnings of the nonprofit limited liability company shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the nonprofit limited liability company 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 member, trustee, or officer of the nonprofit limited liability company, or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the nonprofit limited liability company. A substantial part of the activities of the nonprofit limited liability company shall not be the carrying on of propaganda, or otherwise attempting to influence legislation, and the nonprofit limited liability company 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 nonprofit limited liability company shall not carry on any other activity not permitted to be carried on (a) by a nonprofit limited liability company 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 nonprofit limited liability company, 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.

(B) Upon the dissolution of the nonprofit limited liability company or the winding up of its affairs, the assets of the nonprofit limited liability company shall be distributed exclusively to one or more social welfare organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may be hereafter amended, or 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 nonprofit limited liability company 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 IV**  
**INITIAL REGISTERED OFFICE**

The name of the nonprofit limited liability company's initial registered agent and the street address of the nonprofit limited liability company's initial registered office is: Lisa Loudon 471 Maher Road, Walton, Kentucky 41094.

**ARTICLE V**  
**INITIAL PRINCIPAL OFFICE**

The street address of the nonprofit limited liability company's initial principal office is P.O. Box 236, Union, Kentucky 41091.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is seven (7). The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

1. Erin Thom, 1181 Cannonball Way, Independence, KY 41051;
2. Kelly Walsh, 1930 Georgetown Dr., Burlington, KY 41005;
3. Julie Johnson, 17 Sidney Dr., Independence, KY 41051;
4. Kendra Roenker, 171 Tando Way, Ft. Mitchell, KY 41017;
5. Erin Kelly, 905 Braemore Ln., Cincinnati, OH 45333;
6. Emily Goshorn, 5805 Granite Springs, Cold Spring, KY 41076;
7. Lisa Loudon, 471 Maher Road, Walton, Kentucky 41094

**ARTICLE VII**  
**ORGANIZER**


The name and mailing address of the organizer is Lisa Loudon, 471 Maher Road, Walton, Kentucky 41094.

**ARTICLE VIII**  
**LIMITATION OF DIRECTOR LIABILITY**

No director shall have personal liability to the nonprofit limited liability company for monetary damages for breach of his or her duties as a director, provided this provision shall not eliminate or limit the liability of a director: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the nonprofit limited liability company; (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 the law; or (c) for any transaction from which the director derived an improper personal benefit.

Lisa M. Louden, Organizer

Risa M. Gaudin  
Signature of Registered Agent

 Judy Long  
Notary Public, ID No. 432132  
State at Large, Kentucky  
My Commission Expires on Dec. 15, 2014