

ARTICLES OF INCORPORATION
Nonprofit Corporation

Collexion, Inc.

For the purposes of forming a nonprofit, nonstock corporation in Kentucky, pursuant to KRS Chapter 273, the undersigned authorized representative incorporator hereby submits the following Articles of Incorporation to the Secretary of State for filing:

1. **Name.** The name of the corporation is Collexion, Inc.

2. **Purpose.** The purpose for which Collexion, Inc. (the "Corporation") is formed is any lawful purpose exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. In furtherance of these purposes, the Corporation shall, among other things:

(1) Inform and educate the general public, with particular emphasis to our youth, through workshops, special events, and general meetings about technology, do-it-yourself culture, arts, and crafts;

(2) Network students, hobbyists, professionals, educators, and business leaders to promote the formation of new associations and raise the visibility of the innovative culture of Lexington;

(3) Promote the formation, relocation, and retention of innovative local businesses;

(4) Attract students to the universities located in Lexington, and integrate those students in the local workforce after graduation;

(5) Provide networking and mentoring for students and involve them in collaborative projects;

(6) Perform charitable works throughout Lexington;

(7) Pioneer and publicize sustainable social and technical solutions to Lexington's challenges;

(8) Raise the creative and innovative profile of Lexington on a national and global scale;

(9) Increase visibility for innovators and artists in Lexington among Lexington's population and nationally;

(10) Provide space and tools for artistic and technical collaboration, education, and innovation;

(11) Assist social and technical causes and events in establishing a presence in Lexington;

(12) Collaborate with other local groups and organizations to promote broader networking and collaboration;

(13) Showcase works for local and national talents;

(14) Host events that promote the above causes;

(15) Publish works by our associates and others that will promote our efforts; and

(16) Send representatives of our ideals and causes nationally and internationally to attend and present at conferences and events that promote the innovative culture of Lexington.

In carrying out such purposes, the Corporation shall engage in any lawful, act, activity, or business for which a corporation may be formed under the Kentucky Religious, Charitable and Educational Societies – Nonstock, Nonprofit Corporations Law, KRS Chapter 273, and not for pecuniary profit or financial gain. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any and all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain such purposes, subject to the following:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein. 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.

(ii) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation 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 such assets 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 count 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.

3. **Registered Agent and Registered Office.** The name of the registered agent is Nicholas Warner and the street address of the corporation's initial registered office in Kentucky is 165 W. Bell Ct, Lexington, Kentucky 40508.

4. **No Members.** Pursuant to KRS 273.187, the Corporation shall have no members.

5. **Principal Office.** The mailing address of the Corporation's principal office is 165 W. Bell Ct, Lexington, Kentucky 40508.

6. **Limitation of Director Liability.**

(a) Except as otherwise provided by Subsection (b) below, no director of the Corporation shall have any personal liability to the

Corporation for monetary damages for breach of his duties as a director.

(b) Nothing in Article 5 (a) above shall be deemed or construed to eliminate or limit the liability of a director for:

(i) Except as otherwise permitted under the Corporation's By-Laws, any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;

(ii) 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) Any transaction from which the director derived an improper personal benefit.

7. Directors. The number of directors constituting the board of directors is 8. The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Nicholas Warner, 165 W. Bell Ct, Lexington, Kentucky 40508
Benjamin Todd Willey, 467 Lamont Dr, Lexington, KY 40503
Steven Marshall Hayes, 2737 Trailwood Lane, Lexington, KY
Christopher Stieha, 2061 St. Teresa Dr., Lexington, KY
Gina Greathouse, 330 East Main Street, Suite 205, Lexington, KY 40507
Kent Lewis, 3419 Stillwater Rd. Lexington, Ky 40503
Bruce Walcott, 220L CRMS Building, University of Kentucky, Lexington, KY 40506-0108
Ben Askren, 233 Kingsway Dr., Lexington, KY 40502

8. These Articles of Incorporation have been duly adopted as required by law.

9. Incorporator. The name and mailing address of the incorporator is Nicholas Warner, 165 W. Bell Ct, Lexington, Kentucky 40508

Executed by the Incorporator on December 27, 2010.

Nicholas Warner

Nicholas Warner

CONSENT TO SERVE

Nicholas Warner consents to serve as the registered agent on behalf of the Corporation.

Nicholas Warner

Nicholas Warner