

**ARTICLES OF INCORPORATION
FOR
KENTUCKY UNITED SOCCER ASSOCIATION, INC.**

The undersigned hereby associate and form a not for profit, charitable corporation under the laws of the Commonwealth of Kentucky, WITNESSETH:

ARTICLE I

NAME

The name of said corporation shall be **Kentucky United Soccer Association, Inc.** (the "*Corporation*").

ARTICLE II

PURPOSES

The charitable purpose or purposes for which said Corporation is formed are:

The Corporation is organized and shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), specifically, the following:

(a) to promote a quality soccer learning environment by developing both the person and the athlete;

(b) to offer players the opportunity to develop their skills, physicality, and field sense to their full potential while promoting good sportsmanship;

(c) to cooperate with appropriate individuals, organizations, and institutions on the local, state, or national levels, including, without limitation, The Columbus Crew soccer club, to create an unparalleled environment for young players that will help instill a lifelong passion and connection to the game; and

(d) to provide truly unique experiences and build an aspirational model that includes access to the finest coaches and role models, age specific curriculum, programming, competition, opportunities and facilities in the county.

For the above purposes, the Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, assign and dispose of any such property and to invest and reinvest the income and principal thereof; to deal with and expend the income and principal of the Corporation; to make gifts or contributions to other entities or persons; to vote the shares or interests in any stock or other equity investment held by the Corporation; to maintain, protect and enforce all rights, title and interests incidental to holding title to property held by the Corporation; to do all things

necessary or appropriate to accomplish the foregoing; and to exercise all other rights and powers conferred by the laws of the Commonwealth of Kentucky upon nonprofit corporations.

ARTICLE III

DURATION

The period of existence of the Corporation shall be perpetual.

ARTICLE IV

RESTRICTIONS ON NON-CHARITABLE ACTIVITIES

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section's 501(c)(3) of the Code.

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 distribution in furtherance of the purposes set forth in Article II 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 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 Code; or (b) by a corporation to which donations are deductible under Section 170(c)(2) of the Code.

ARTICLE V

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine.

Any of such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI

BY LAWS

As required by Section 273.191 of the Kentucky Revised Statutes, the Board of Directors of the Corporation shall adopt By Laws for the purpose of regulating, governing and managing the affairs of the Corporation.

The Board of Directors shall have the sole and exclusive authority to alter, amend or repeal the By Laws and/or adopt new or restated By Laws.

ARTICLE VII

LIMITATION OF LIABILITY

Each director and officer, in consideration of service to the Corporation which meets the standards set out of KRS §§ 273.215 and 273.229, shall, in the absence of fraud or other factors set out in the referenced sections, be indemnified, whether then in office or not, for the reasonable costs and expenses incurred in connection with the defense of, or for any advice concerning any claim asserted or proceedings brought against such party or against them and the Corporation, any of its subsidiaries or affiliate, to the maximum extent allowable by law. The protections described above shall not supplant but shall be inclusive of any other rights to which any officer or director may be entitled to by law or agreement.

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be governed by a Board of Directors of no less than three (3) nor more than five (5) as shall be determined by the By-Laws.

The initial Board of Directors shall consist of four (4) members. They shall hold office until their successors are duly elected and qualified.

Lisa Williams
833 Sherwood Dr.
Lexington, KY 40502

Tom Johnson
1309 Mumford Lane
Lexington, KY 40513

Brian Lane
4878 Athens Walnut Hill Pike
Lexington, KY 40515

Regan Heinrich
157 Chenault Rd.

Lexington, KY 40502

ARTICLE IX

REGISTERED AGENT & OFFICE

The name of the registered agent is KMK Service Corp. and the street address of the Corporation's initial registered office in Kentucky is 2335 Buttermilk Crossing, Suite 303, Crescent Springs, KY 41017.

ARTICLE X

PRINCIPAL OFFICE

The mailing address of the Corporation's principal office shall be 105 Fifth St., Richmond, KY 40475, Attn: KUSA.

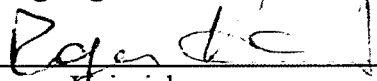
ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

Regan Heinrich
105 Fifth St.
Richmond, KY 40475

I declare under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing is true and correct.

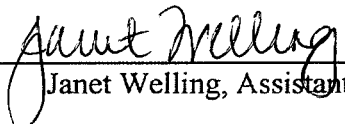


Regan Heinrich
105 Fifth St.
Richmond, KY 40475

4-25-17
Date

The undersigned consents to serve as the registered agent on behalf of the Corporation.

KMK SERVICE CORP.

By: 

Janet Welling, Assistant Secretary