

ARTICLES OF INCORPORATION

OF

Louisville LGBT Film Festival, Inc.

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I

The name of this corporation shall be Louisville LGBT Film Festival, Inc. located at 2005 Douglass Boulevard, Louisville, KY 40205.

ARTICLE II

This corporation is organized exclusively for charitable and educational purposes, more specifically to create an affirming atmosphere in which to promote acceptance and tolerance through an annual film festival program. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV

The duration of the corporate existence shall be perpetual.

ARTICLE V

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

There are 14 founding members of the Louisville LGBT Film Festival, their names and addresses listed below. Officers will be elected at the first board meeting.

Travis Myles, 850 Washburn Avenue # 224, Louisville, KY 40222

David Corbett, 223 Merriman Road, Louisville, KY 40207

Jeff Hormann, 1838 Sherwood Avenue, Louisville, KY 40205

Darren Branham, 1838 Sherwood Avenue, Louisville, KY 40205

Kate Miller, 321 Pearl Street, Jeffersonville, IN 47130

Tom Underwood, 3100 Mylanta Place, Louisville, KY 40220

Ernest Flores, 1815 Gardiner Lane #K100, Louisville, KY 40205

Mike Mayo, 1128 Cherokee Road # 2, Louisville, KY 40204

Kenisha Thompson, 743 E. Broadway, #204, Louisville, KY 40202

Matthew Stanford, 743 E. Broadway, #204, Louisville, KY 40202

Jessica Collier, 314 Clover Lane, Louisville, KY 40207

Jason Schaefer, 2157 Sherwood Avenue, Louisville, KY 40205

Chris Dielmann, 2157 Sherwood Avenue, Louisville, KY 40205

Gary White, 1723 Deer Park Avenue, Louisville, KY 40205

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.


ARTICLE VIII

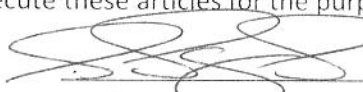
The incorporators of this corporation are:

Travis Myles, 850 Washburn Avenue # 224, Louisville, KY 40222

David Corbett, 223 Merriman Road, Louisville, KY 40207

The undersigned incorporators certify that they execute these articles for the purposes herein stated.

 4/3/2012

 4-3-12

Signature & Date

Signature & Date

**BYLAWS OF THE
LOUISVILLE LGBT FILM FESTIVAL, INC.
EFFECTIVE MARCH 22, 2012**

ARTICLE I - NAME

- Section 1. The name of this organization shall be the Louisville LGBT Film Festival, Inc.
- Section 2. It is and shall be a non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - PURPOSE

The purpose of the Louisville LGBT Film Festival is to celebrate gay, lesbian, bisexual and transgender films with an annual Film Festival held in Louisville, KY. The film festival will showcase features, documentaries, shorts and music films to promote and celebrate equality, acceptance, and advancement for all people regardless of their sexual orientation or gender identity; educate the public about the gay, lesbian, bisexual and transgender community; and support local efforts that are consistent with the goals of the Louisville LGBT Film Festival.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers - The Louisville LGBT Film Festival Board of Directors is the sole governing body of the organization. The Board of Directors is charged with establishing organizational policy and strategy.

Each Director is entitled to one vote on each matter submitted to a vote, which matters shall be decided by a majority of those present, unless otherwise specified in these Bylaws. Action requiring a vote of the Board shall routinely be taken by voice vote. However, any Director may request the roll to be called on any action requiring a vote.

Section 2. Quorum - A simple majority of the current members of the Board of Directors must be present in order to constitute a quorum for a meeting. If a quorum is not present at any meeting of the Board of Directors, a majority of the members present may adjourn the meeting without further notice.

Section 3. Composition - The Board of Directors is not to exceed eighteen (18) members. The Board of Directors is self-perpetuating. The Board of Directors elects new members of the Board of Directors by a majority vote of those present.

The Board of Directors shall seek to reflect the diversity of the Louisville LGBT community and its allies in its membership.

Section 4. Term - The term of membership on the Board of Directors for each Board member shall be three years from the beginning of service on the Board.

Section 5. Removal - Any Board Member may be removed at any time by the affirmative vote of three-fourths of all current members of the Board of Directors. Members may be removed from the Board of Directors whenever in its judgment the best interest of the organization would be served thereby.

Section 6. Vacancies - A vacancy because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors.

ARTICLE V---OFFICERS

The officers of the Louisville LGBT Film Festival are the Chair, the Vice Chair, the Treasurer and the Secretary.

A. Duties. The duties of the officers are as follows:

1. The Chair shall preside at all meetings of the Board of Directors and shall oversee the general affairs of the Louisville LGBT Film Festival.
2. The Vice-Chair shall have responsibility for performing the duties of the Chair when he or she is absent or unable to act.
3. The Treasurer shall have responsibility for reviewing all funds and securities of the corporation, serving as chair of the Finance Committee, and advising and reporting to the Board of Directors quarterly regarding the finances of the Louisville LGBT Film Festival.
4. The Secretary shall be responsible for ensuring that minutes of the Board of Directors meetings are taken and distributed to the Board of Directors and other appropriate persons, that minutes are kept at the principal office of Louisville LGBT Film Festival and that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall also take and distribute the minutes of the Executive Committee meetings. The Secretary shall keep an updated list of members of the Board of Directors and provide the list to members when necessary.

B. Terms of Office. The Chair, Vice-Chair, Treasurer, and Secretary shall serve for a term of one year and may serve additional terms as determined through annual elections by the Board.

C. Time and Procedures for Election of Officers:

A. A separate election shall be conducted to elect each of the officers:

Chair, Vice-Chair, Treasurer, and Secretary. Procedural guidelines are as follows:

- i. The Chair declares that nominations are in order;
- ii. The Chair recognizes each member for the purpose of making a nomination; recognition of members shall be in alphabetical order;

- iii. Nominations require no second;
- iv. Any member nominated for any office may withdraw his name from consideration. However, a member nominated will not be recognized for that purpose until all members have had an opportunity to make nominations;
- v. If after each member has had a roll call opportunity to make a nomination, and only one name has been placed in nomination for that particular office, the Chair shall declare that person elected by unanimous consent; and
- vi. If more than one name is placed in nomination for a particular office, a vote shall be taken. Names shall be voted upon in the same order in which the nomination occurred. The nominee first receiving an absolute majority shall be declared elected.

D. Vacancies of Officers: If the Office of Chair becomes vacant for any reason, the Vice-Chair shall assume the Office of Chair and serve in that capacity for the unexpired term. In that event, or if for any other reason the Office of Vice-Chair becomes vacant, an election to fill that Office for the unexpired term will be held at the next meeting. In the event both the Chair and the Vice-Chair are absent, the member with the longest period of service on the Board will serve temporarily as Chair until such time as elections may be held.

ARTICLE VI- MEETINGS

The Board of Directors shall hold regular meetings at least four times a year. Written notices of meetings shall be postmarked and/or emailed a minimum of fourteen days before a meeting. Meetings of the Board of Directors or any committee of the Louisville LGBT Film Festival may be held either in person, or all or in part by teleconference, provided that any member participating by teleconference must be able at all times while participating to hear and speak to all other persons participating in the meeting. Proxy voting is not permitted, either for meetings of the Board of Directors or any of the various standing and/or ad hoc committees.

Special meetings of the Board of Directors may be called by or at the request of two members of the Executive Committee or by four members of the Board of Directors.

Written notice of a special meeting shall be postmarked and/or emailed a minimum of five days before a meeting. A special organizational meeting of the Executive Committee and a new member is required within 30 days of their appointment to the Board; any additional members are welcome to participate in such meetings upon availability.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if 3/4s of all members of the Board of Directors consent thereto in writing (including by email) and such written consent is delivered to the Secretary for inclusion in the minutes.

ARTICLE VII- COMMITTEES

The following standing committees shall exist, and from time to time, ad hoc committees serving particular functions may be constituted by a vote of the Board of Directors at a duly constituted meeting, or by appointment of the Chair ratified at the next regularly scheduled Board meeting:

A. The Executive Committee shall consist of the current Chair, Immediate Past-Chair, Vice-Chair, Treasurer and Secretary, each of whom shall be entitled to one vote. The Executive Committee is fully empowered to exercise all authority of the Board of Directors as needed to accomplish the Louisville LGBT Film Festival's purpose, with the following exceptions:

Electing, appointing or removing any member of the Executive Committee or any member of the Board of Directors; incurring new corporate debt that will render the Louisville LGBT Film Festival insolvent; approving or revising the annual budget; approving any individual expenditure that exceeds by more than \$1,000.00 any budget item approved by the Board of Directors or that exceeds \$1,000.00 and was not included in the budget approved by the Board of Directors; amending, altering, or repealing the Bylaws of the Louisville LGBT Film Festival, amending the Articles of Incorporation, restating the Articles of Incorporation adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Louisville LGBT Film Festival or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Louisville LGBT Film Festival; or amending, altering or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered or repealed by the Executive Committee.

A special organizational meeting of the Executive Committee and a new member is required within 30 days of their appointment to the Board; any additional members are welcome to participate in such meetings upon availability.

Actions taken pursuant to the direction of the Executive Committee as set forth above in this subparagraph shall lawfully bind the Louisville LGBT Film Festival.

B. Finance Committee: The Finance Committee shall consist of the Treasurer, who shall chair the committee, and such other members of the Board of Directors of the Louisville LGBT Film Festival and such other members the Louisville LGBT Film Festival may appoint who have financial expertise helpful to the organization.

The Finance Committee shall have responsibility for monitoring and oversight of the financial and budgetary affairs of the Louisville LGBT Film Festival, including meeting with any auditor selected from time to time by the Board of Directors to audit the Louisville LGBT Film Festival.

C. Board Development Committee: The Board Development Committee shall consist of members of the Board of Directors designated by the Board of Directors to serve on the Committee. Members shall serve until replaced by vote of the Board of Directors at a duly constituted meeting. The Board Development Committee shall have responsibility for

developing procedures for recruiting members for the Board of Directors, for implementing the procedures, and for providing orientation to new members. The Committee shall also operate a mentoring program that pairs new members with experienced members of the Board to assist them as they get familiar with the inner workings of the group and the organization.

D. Governance and Bylaws Committee - The Governance and Bylaws Committee shall consist of the Vice-Chair, two other members of the Board of Directors. Also, one additional member may be a dues-paying individual of the organization, but not serving a term on the Board of Directors. The chairperson of this Committee shall be self-perpetuating from within the Committee. The term of service to this Committee is until a replacement is designated. The Committee shall study issues concerning the Bylaws and governance of the Louisville LGBT Film Festival and make recommendations to the Board of Directors.

ARTICLE VIII – INDEMNIFICATION

Each director and officer of the Louisville LGBT Film Festival now or hereafter serving as such shall be indemnified by the Louisville LGBT Film Festival against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as a director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as a director or officer; and the Louisville LGBT Film Festival may advance, and in the alternative, shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability to the fullest extent that is expressly permitted or required by Kentucky law.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved.

In addition to the foregoing, the Louisville LGBT Film Festival shall, by action of the Board of Directors, have the power to indemnify and to advance expenses to all directors, officers, employees or agents of the Louisville LGBT Film Festival who are, were or are threatened to be made a party to any proceeding, in such amounts, on such terms and conditions, and based upon such standards of conduct as the Board of Directors may deem to be in the best interests of the Louisville LGBT Film Festival.

ARTICLE IX - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and a new set of Bylaws adopted by a majority of the members of the Board of Directors. At least ten (10) days' prior written notice setting forth the proposed amendments (and the date, time and place of the meeting, if not previously noticed) shall be given to all members of the Board of Directors.

CERTIFICATION

By my hand, I certify that the foregoing constitutes the complete Bylaws, as revised, adopted by the Board of Directors of the Louisville LGBT Film Festival at its regularly scheduled meeting on March 15, 2012. These Bylaws repeal and replace any Bylaws previously adopted by the Board of Directors of the Louisville LGBT Film Festival.

Louisville LGBT Film Festival, INC.

X

David A Corbett

Co-Founder, Registered Agent

3-22-12