

ARTICLES OF INCORPORATION

of

RYAN MONAHON MEMORIAL SCHOLARSHIP FUND, INC.

We, the undersigned incorporators desiring to form a nonstock, nonprofit corporation (herein after the “**Corporation**”) pursuant to the Kentucky Nonprofit Corporation Act codified in Kentucky Revised Statutes (“**KRS**”) sections 273.161, et sequitur (the “**Act**”), do hereby certify the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be Ryan Monahon Memorial Scholarship Fund, Inc. by which name it may contract and be contracted with, sue and be sued, adopt and use a corporate seal, and do all things necessary to the conduct of its business in furtherance of its expressed purposes now or hereafter lawful or authorized by the statutes and laws of the Commonwealth of Kentucky.

ARTICLE II

Duration

The duration of this Corporation shall commence upon filing these Articles of Incorporation with the Kentucky Secretary of State and shall be perpetual.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are as follows:

- (A) To conduct fundraising to raise money for scholarships and to disburse scholarships;
- (B) To hold or dispose of such property, real or personal, as may be given, devised, bequeathed, conveyed, leased, or otherwise acquired by the Corporation, or entrusted to its care and keeping, as may be necessary to carry out the purposes of the Corporation, and to manage, control, and utilize the same in accordance with the provisions of these Articles of Incorporation;
- (C) To invest and reinvest funds of the Corporation in real and personal property, securities, and other legal investments;
- (D) To exercise such powers and carry out such purposes of a charitable, educational, cultural, and historic nature and character as may be now or hereafter generally regarded as charitable purposes for section 501(c)(3) status under the Internal Revenue Code of 1986, or corresponding section of any future federal tax code (the “**Code**”) and under the Act;
- (E) To do all things necessary and proper for the furtherance and accomplishment of the corporate purposes recited in these Articles of Incorporation and any amendment hereof, or necessary or incidental to the protection of the Corporation, and in general, either alone or in cooperation with other charitable, public, or private entities, or with individual persons, to carry on any lawful pursuit necessary or incidental to the furtherance and accomplishment of the purposes of the Corporation; and

- (F) To transact any or all lawful business for which corporations may be incorporated under the Act, it being the intention hereof that the enumeration of specific purposes and power shall not operate to limit in any manner the general powers conferred on nonstock, nonprofit corporations by the laws of the Commonwealth of Kentucky.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation will not engage in any activity that would prevent it from qualifying for exemption under section 501(c)(3) of the Code.

ARTICLE IV

Powers

The Corporation shall have all powers enumerated in KRS 273.171 and such additional powers as may now and hereafter be authorized by the statutory and common law of the Commonwealth of Kentucky. The Board of Directors shall have and exercise all authority necessary to control the work and policy of the Corporation in all its details, including but not limited to the following specific powers:

- (A) To adopt Bylaws and to amend and repeal the same, and to provide therein for the internal control and government of the Corporation, the time and place of meetings of the Board of Directors, the number, election, and removal of Directors, the number and term of officers and employees, and in respect to all other matters pertaining to the management and operation of the Corporation;
- (B) To provide for an Executive Committee of the Board of Directors and, to the extent permitted by law and by these Articles of Incorporation, to authorize such Committee

to transact any or all business of the Corporation between meetings of the Board of Directors;

- (C) To provide for such other committees, the members of which may or may not be Directors of the Corporation;
- (D) To fill all vacancies on the Board of Directors; and
- (E) To elect and remove officers as permitted by law.

ARTICLE V

Nonstock and Nonprofit Status

The Corporation shall have no capital stock, shall have no power to issue certificates of stock, or to declare dividends. The Corporation is not organized for the making of any profit, and shall not be operated for profit.

ARTICLE VI

Tax Exempt Activities

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to, its incorporators, 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 in Article III 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 publication 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 by an organization exempt from federal income tax under section 501(c)(3) of the Code or by an organizations contributions to which are deductible under section 170(c)(2) of the Code, and shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE VII

Office and Registered Agent

The principal office and place of business of the Corporation shall be 4020 Woodward Road, Germantown, Bracken County, Kentucky 41044. The Corporation's initial registered office is 4020 Woodward Road, Germantown, Kentucky 41044. The Corporation's initial registered agent at the registered office is Ronald Taylor Monahon.

ARTICLE VIII

Incorporators and Initial Directors

The names and post office addresses of the incorporators who shall serve as the governing authority and the first Board of Directors until the first meeting called to elect a Board of Directors are:

Incorporators

Ronald Taylor Monahon	4020 Woodward Road, Germantown, KY 41044
Sherry Lynn Monahon	4020 Woodward Road, Germantown, KY 41044

Board of Directors

Ronald Taylor Monahon	4020 Woodward Road, Germantown, KY 41044
Sherry Lynn Monahon	4020 Woodward Road, Germantown, KY 41044
Jeff Wolfe	145 Justice Drive, Brooksville, KY 41004

ARTICLE X

Board of Directors

The affairs and business of the Corporation shall be conducted by a Board of Directors which shall be composed of not less than three nor more than fifteen Directors. The first Board of Directors shall consist of the two incorporators and one additional Director named herein who shall serve until the first annual meeting of the Board of Directors. Thereafter, at each annual meeting, Directors shall be elected by the Board of Directors from persons nominated who have demonstrated an interest in the mission and purposes of the Corporation. The annual meeting of the Board of Directors shall be held in Germantown, Kentucky, at such date, time, and place as shall be prescribed in the Bylaws adopted by the Board of Directors. The terms of Directors shall expire on December 31, but they shall continue to serve until their successors are duly elected and qualified. At the first annual meeting of the Board of Directors, three Directors shall be elected for a term of one year, each of whom shall continue in office until his or her successor is duly elected and qualified. Thereafter, at each annual meeting of the Board of Directors, Directors shall be elected for three-year terms and to fill the vacancies of those whose terms expire and who may become ineligible to serve for any reason whatsoever. Two Directors shall constitute a quorum of the Board of Directors. A simple majority of those Directors present and voting at any meeting shall be sufficient to transact any business of the Corporation, provided that the affirmative vote of two Directors shall be required to

amend those Articles of Incorporation or the Bylaws, and the affirmative vote of two Directors, shall be required to remove a Director.

ARTICLE X

Officers

One Director shall be elected as President and one as Secretary/Treasurer, which officers shall thereafter be elected at the annual meeting of the Board of Directors.

ARTICLE XI

Personal Liability

The private property of the incorporators, Directors, and Officers shall not be liable for any debts or liabilities of the Corporation, subject to the provisions of KRS 273.215, 273.339, and 411.200.

ARTICLE XII

Dissolution

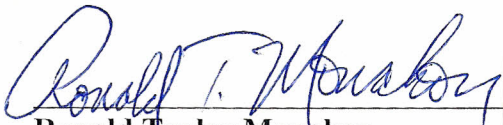
Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code. Any corporate assets not so disposed of shall be disposed by order of Bracken Circuit Court in Brooksville, Kentucky, exclusively for such exempt purposes or to such organization or organizations, as the Court shall determine, which is/are organized and operated exclusively for such exempt purposes within Bracken County, Kentucky.

ARTICLE XIII

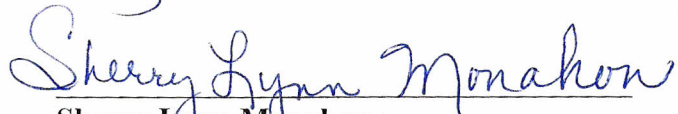
Bylaws

The Board of Directors shall have power to make all such Bylaws and rules to regulate the business and affairs of the Corporation as will not be inconsistent with the provisions of these Articles of Incorporation or the laws of the Commonwealth of Kentucky.

IN TESTIMONY WHEREOF, witness the signatures of the incorporators of Ryan Monahon Memorial Scholarship Fund, Inc. as of 20 January 2015.

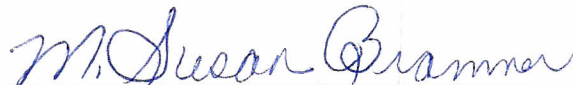


Ronald Taylor Monahon
Incorporator



Sherry Lynn Monahon
Incorporator

This document prepared by
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By 

M. Susan Brammer