

**ARTICLES OF INCORPORATION  
OF  
WINGMEN, MC SOUTHEASTERN KENTUCKY, INC.**

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The undersigned incorporator(s), natural persons eighteen (18) years of age or older, pursuant to KRS 14A and KRS 273, in order to form a corporate non-profit entity, adopt the following articles of incorporation:

**ARTICLE I: NAME/REGISTERED OFFICE**

The name of this corporation shall be Wingmen, MC Southeastern Kentucky, Inc., registered agent, Curtis Robinson, registered office at 6076 Slate Lick Road, London, Kentucky 40741 with a principal mailing address of 6076 Slate Lick Road, London, Kentucky 40741.

**ARTICLE II: PURPOSE**

This corporation is organized exclusively for charitable, scientific, and educational purposes, more specifically to raise and distribute funds for the aid of charitable and educational causes and organizations in and around Corbin, Kentucky. 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: EXEMPTION REQUIREMENTS**

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: DURATION**

The duration of the corporate existence shall be perpetual.

**ARTICLE V: MEMBERSHIP/BOARD OF DIRECTORS**

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. 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.

The number of Directors constituting the first Board of Directors is 3, the names and addresses of the directors and incorporators being as follows:

Curtis Robinson, 6076 Slate Lick Road, London, Kentucky 40741  
Michael Thomas, P.O. Box 395, Girdler, Kentucky 40943  
Dennis Coil, 682 Rut Hill Road, McKee, Kentucky 40447

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: PERSONAL LIABILITY**

No member, 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 members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VII: DISSOLUTION**

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: INCORPORATORS**

The incorporator(s) of this corporation is/are:

The undersigned incorporator(s) hereby certify that they execute these articles for the purposes herein stated:

Curtis Robinson  
Curtis Robinson

9-17-18  
Date

Michael Thomas  
Michael Thomas

08-17-2018  
Date

Dennis W. Coil  
Dennis Coil

08-17-2018  
Date

I, Curtis Robinson, consent to serve as the registered agent on behalf of Wingmen, MC Southeastern Kentucky, Inc.

Curtis Robinson  
Curtis Robinson

9-17-18  
Date