

NONPROFIT CORPORATION ARTICLES OF INCORPORATION
of
MSS CHARITABLE FOUNDATION, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the Commonwealth of Kentucky and pursuant to KRS 14A and KRS 273, do hereby apply to qualify and for that purpose submits the following statements:

ARTICLE I

Name

The name of the corporation is MSS Charitable Foundation, Inc.

ARTICLE II

Existence

The corporation shall have perpetual existence.

ARTICLE III

Effective Date

The effective date of incorporation shall be the date of filing with the Secretary of State of Kentucky and the date of filing is September 15, 2014.

ARTICLE IV

Purpose

The purpose of the corporation is exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code and herein stated as follows:

This corporation is being formed to provide charitable assistance to underprivileged children and families specifically in Africa and throughout the world by providing monetary aid, supplies, and tangible goods.

ARTICLE V

Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE VI

Directors

The corporation's initial number of directors is 3 and the initial directors are as follows:

Joseph C. Von Lehman, III
2460 Cecilia Drive
Villa Hills, KY 41017

Michael J. Schwartz
1944 Mount Vernon Drive
Fort Wright, KY 41011

Joshua T. Roberts
825 Schuler Court
Crescent Springs, KY 41017

ARTICLE VII
Registered Agent

The name of the registered agent is Joseph C. Von Lehman, III. The street address of the corporation's initial registered office in Kentucky is 1826 Dixie Highway, Ft. Wright, KY 41011.

ARTICLE VIII
Prohibited Activities

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 distributions in furtherance of the purposes set forth in Article IV. 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX
Principal Office

The mailing address of the corporation's principal office is 1826 Dixie Highway, Ft. Wright, KY 41011.

ARTICLE X
Miscellaneous Provisions

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

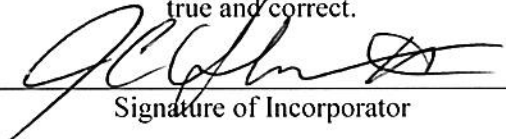
ARTICLE XI
Distributions Upon Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed 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 shall be distributed to the federal government, or to 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 county 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.

ARTICLE XII
Incorporator


The name and address of the Incorporator is:
Joseph C. Von Lehman, III
2460 Cecilia Drive
Villa Hills, KY 41017

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



Signature of Incorporator Date:

I, Joseph C. Von Lehman, III, consent to serve as the registered agent on behalf of the corporation.



Signature of Registered Agent Date: