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Alison Lundergan Grimes
Kentucky Secretary of State

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ARTICLES OF INCORPORATION

OF

NCA LOUISVILLE CELIAC GROUP, INC.

1. Name. The name of the Corporation shall be “NCA Louisville Celiac Group, Inc.”

2. Purposes. The Corporation is organized under Chapter 273 of the Kentucky Revised Statutes. The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the Corporation’s purpose stated in this Article 2.

3. Corporate Affairs. The following provisions shall regulate the affairs of the Corporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation’s members, if any, or to any other private person, including without limitation any member of the Board of Directors or any officer of the Corporation, 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 these Articles.

(b) 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.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by any organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Upon the dissolution of the Corporation, its affairs shall be wound up and its 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 a state or local government, for a public purpose. Any such assets not otherwise disposed of shall be disposed of by the Circuit Court of Jefferson County, Kentucky, exclusively for such

purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

(e) 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.

(f) 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.

(g) 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.

(h) 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.

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

4. Registered Office and Agent. The street address of the Corporation's registered office is 3344 Dayton Ave., Louisville, KY 40207. The name of the registered agent at that address is Sarah Hamilton.

5. Principal Office. The mailing address of the Corporation's principal office is P.O. Box 7194, Louisville, Kentucky 40257-0194.

6. Limitation of Director Liability.

(a) Except as otherwise provided by Article 6(b) below, no director of the Corporation shall have any personal liability to the Corporation or its members, if any, for monetary damages for breach of his or her duties as a director.

(b) Nothing in Article 6(a) above shall be deemed or construed to eliminate or limit the liability of a director for:

(i) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;

(ii) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;

(iii) Any transaction from which the director derived an improper personal benefit.

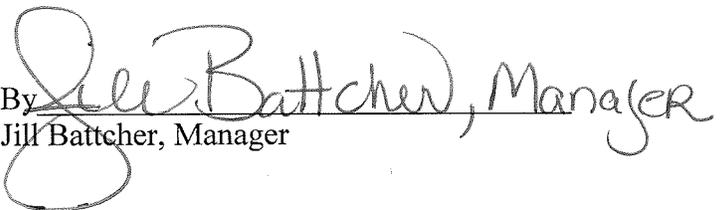
7. Indemnification of Executive Officers and Directors. Each person who is or becomes an executive officer or director of the Corporation shall be indemnified by the Corporation and advanced expenses incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors or officers may be entitled under any agreement or otherwise.

8. Initial Directors. The number of directors constituting the Corporation's initial board of directors shall be three. The name and mailing address of each of the individuals who are to serve as the Corporation's initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sarah Hamilton	3344 Dayton Ave., Louisville, KY 40207
Sharon Sengelaub	2827 Woods Club Rd., Louisville, KY 40241
Sally Russ	8907 William Penn Way, Louisville, KY 40228

9. Incorporator. The name and mailing address of the incorporator are: FBT LLC, 400 W. Market Street, 32nd Floor, Louisville, Kentucky 40202.

FBT LLC, as incorporator

By  Manager
Jill Battcher, Manager

**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
NCA LOUISVILLE CELIAC GROUP, INC.**

The undersigned hereby consents to serve as the initial registered agent for NCA Louisville Celiac Group, Inc. (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.

Sarah Hamilton

By 
Sarah Hamilton, President