

**ARTICLES OF INCORPORATION
OF
CATALYST CHURCH, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the Commonwealth of Kentucky, and to that end do hereby adopt articles of incorporation as follows:

ARTICLE I

Name

The name of the Corporation is Catalyst Church, Inc., and by name it shall be known as a body corporate and its duration shall be perpetual.

ARTICLE II

Purposes and Powers

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all the powers enumerated in Chapter 273 of the Kentucky Revised Statutes, as the same now exists, and as hereafter amended, and all such other powers as are permitted by applicable law.

The Corporation is organized exclusively for charitable, religious, education, and social welfare 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Under the name of the Corporation it may adopt a corporate seal, and it has the power to contract and be contracted with, and to sue and to be sued, and it may receive, accept, purchase or acquire and hold in any other lawful manner, real and personal property, and it may dispose of same by gift, deed, or in any other lawful manner, for the benefit of the Corporation and any other cause or causes of a religious, education or charitable nature.

The Corporation specific purpose is to bring healing to souls and carry out the Great Commission through counseling, discipleship, teaching and witnessing the love of Christ to any and all people.

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends and no part of its net earnings, if any, shall inure to the benefit of any director. The balance, if any, of all money received by the Corporation from its operations after the payment in full of all debts and obligations of the Corporation, of whatsoever kind and nature, shall be used and distributed exclusively for religious, educational and charitable purposes.

ARTICLE III

Principal Office & Registered Office and Registered Agent

The address of the **Principal Office** of the Corporation in the Commonwealth of Kentucky is: **229 Golf Cart Drive, Mayfield, Kentucky 42066.**

The address of the initial **Registered Office** of the Corporation in the Commonwealth of Kentucky is: **205 North Sixth Street, Mayfield, Kentucky 42066**

The name and address of the authorized Registered Agent of the Corporation upon whom process can be served is: **Charles S. Foster**

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Directors

The Corporation shall be directed by its officers and Board of Directors who shall be selected in the manner prescribed by the Constitution and Bylaws that govern its operation. These officers and Board of Directors shall serve until replaced by proper action of the membership at which time the successors shall automatically take office.

The number of such Board of Directors shall be fixed from time to time by the

Bylaws, but at no time shall the Board of Directors be comprised of less than three (3) persons. The **Board of Directors** presently serving together with their addresses are:

Shane Ausenbaugh 1150 Oak Grove Church Road, Mayfield, Kentucky 42066

Bruce Clay 21 Terryon Drive, Mayfield, Kentucky 42066

Justin Carrico 229 Golf Cart Drive, Mayfield, Kentucky 42066

ARTICLE VI Limitation of Director Liability

No director shall be personally liable to the Corporation for monetary damages for breach of his duties as a director except for liability:

(A) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;

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

(C) For any transaction from which the director desires an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this article to authorize Corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII Indemnification of Directors/Officers

Each person who is or was a director, trustee or officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, trustee or officer of another Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified

by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director, trustee, officer, or employee or arising out of such person's status as a director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advanced of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the director, trustee, officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE VIII
By-Laws

The initial bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors of the Corporation. The bylaws may be altered, amended or repealed or new bylaws may be adopted at any regular or special business meeting of the Board of Directors by majority vote of the Directors present.

The Articles of Incorporation of this Corporation may be changed by either written consent of a majority of its Board of Directors of the Corporation upon notice for the specific purpose of changing the Articles.

ARTICLE IX
Incorporator

The name and address of the incorporator is as follows:

Justin Carrico **229 Golf Cart Drive, Mayfield, Kentucky 42066**

IN WITNESS WHEREOF, the undersigned has herewith subscribed his name, this

the 18TH day of April, 2016.


Justin Carrico, President

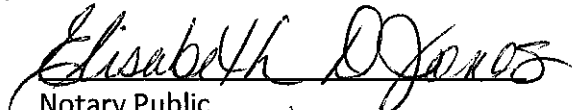
STATE OF KENTUCKY
COUNTY OF GRAVES

On this the 18th day of April, 2016, before me, the undersigned, a notary public in and for said state, personally appeared JUSTIN CARRICO, known to me, or proven to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged and sworn to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon on behalf of which the persons acted, executed the instrument.

Witness my hand and official seal

Notary ID 476616

My Commission Expires: 10-16-16


Notary Public
Elisabeth D. Jones
Print Name

THIS INSTRUMENT PREPARED:

A handwritten signature in black ink, appearing to read 'Charles S. Foster', is written over a horizontal line.

Charles S. Foster, Attorney at Law
HARGROVE & FOSTER
205 North Sixth Street
Post Office Box 315
Mayfield, Kentucky 42066
(270) 247-8522

CONSENT TO SERVE AS REGISTERED AGENT

I, Charles S. Foster, do hereby consent to serve as the Registered Agent for Catalyst Church, Inc., a Kentucky non-profit corporation, whose principal office address is;

229 Golf Cart Drive, Mayfield, Kentucky 42066

My address as registered agent is; 205 North Sixth Street, Mayfield, Kentucky 42066.

This consent shall continue in effect until withdrawn in writing.

Executed this 18th day of April, 2016.



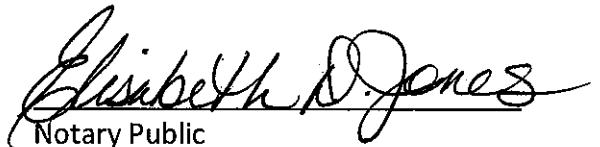
Charles S. Foster, Registered Agent

STATE OF KENTUCKY

COUNTY OF GRAVES

On this the 18th day of April, 2016, before me, the undersigned, a notary public in and for said state, personally appeared CHARLES S. FOSTER, known to me, or proven to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged and sworn to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon on behalf of which the persons acted, executed the instrument.

Witness my hand and official seal



Notary Public

Notary ID 476616

Elisabeth D. Jones

Print Name

My Commission Expires: 10-16-16