

**ARTICLES OF INCORPORATION**  
**of**  
**Covington Writers Group, Inc.**

I/We, the undersigned natural person[s] of the age of 18 years or more, acting as incorporator[s] of a non-profit corporation under the provisions of KRS 273.163 to 273.387, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the non-profit corporation is COVINGTON WRITERS GROUP, INC. hereinafter referred to as the "Corporation." The Corporation has no authority to issue capital stock.

ARTICLE TWO: The duration for the corporation is perpetual.

ARTICLE THREE: This Corporation is organized and shall be operated exclusively as a social and recreation organization, within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Internal Revenue law. The corporation does not maintain social and recreational facilities which are made available to the general public. The corporation operates for the following purposes:

1. To establish and maintain a community of fellowship among its members through its social, recreational and educational activities;
2. To promote the general advancement of writing in all forms and formats among its members;
3. To improve the writing skills of the members through readings, positive critiques and constructive feedback;
4. To provide a forum for the exchange of writing, proofreading, copywriting, editing and publishing information; and
5. To engage in any and all lawful activities incidental to the furtherance of these purposes except as restricted by state or federal law or as stated herein.

ARTICLE FOUR: The corporation shall have members. The members of the corporation shall consist of the Directors of the Corporation (named in ARTICLE TWELVE hereof) and of such other persons as shall be admitted to membership in the Corporation pursuant to its Bylaws. Each member is entitled to a single vote in the election of Directors and on other business of the Corporation consistent with its Bylaws.

ARTICLE FIVE: No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in ARTICLE THREE hereof.

ARTICLE SIX: The regulation of the internal affairs of the corporation shall be carried on through its Board of Directors and prescribed according to its Bylaws; the manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be provided in the Bylaws.

ARTICLE SEVEN: To the fullest extent permitted by the laws of Kentucky, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Code § 501(c)(7). The private property and/or assets of the incorporators, directors, officers and members shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE EIGHT: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(7) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE NINE: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as social and recreation clubs or for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(7) or § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

ARTICLE TEN: The address, including the street and number, of its initial registered office is 1625 Euclid Ave, Covington, KY 41014, and the name of its initial registered agent at such address is Virginia (Jenny) Breeden.

ARTICLE ELEVEN: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

ARTICLE TWELVE: The number of directors constituting the initial Board of Directors is three (3), but the number of directors may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than three. The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

NAME: Edward (Mikey) Chlanda  
ADDRESS: 33 Pike St #208, Covington, KY 41011  
NAME: Meredith Mueller  
ADDRESS: 3463 Clover Drive, Covington, KY 41015  
NAME: Virginia (Jenny) Breeden  
ADDRESS: 1625 Euclid Ave, Covington, KY 41014

ARTICLE THIRTEEN: The name and address, including street and number, of each incorporator is:

NAME: Edward (Mikey) Chlanda  
ADDRESS: 33 Pike St #208, Covington, KY 41011  
NAME: Meredith Mueller  
ADDRESS: 3463 Clover Drive, Covington, KY 41015  
NAME: Virginia Breeden  
ADDRESS: 1625 Euclid Ave, Covington, KY 41014

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of this 21<sup>st</sup> day of October, 2014.

Ed. Mikey Chlanda  
[INCORPORATOR]

Meredith Mueller  
[INCORPORATOR]

Virginia Breeden  
[INCORPORATOR]