

**ARTICLES OF INCORPORATION  
OF  
THE JUSTIN THOMAS FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a nonprofit corporation in Kentucky pursuant to Chapter 273 of the Kentucky Revised Statutes, the Kentucky Nonprofit Corporation Act (the "Act"), hereby submits the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation (the "Corporation") is The Justin Thomas Foundation, Inc.

**ARTICLE II  
PURPOSES AND POWERS**

(1) The Corporation is organized exclusively for charitable, scientific, literary, and educational 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, as amended (the "Code"), or corresponding section of any future federal tax code. Any provisions of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have capital stock or shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of Article II of these Articles of Incorporation.

(2) To advance the Corporation's limited purposes and subject to this Article II, the Corporation shall have all such powers as are available to corporations formed under the Act in accordance with the Corporation's Bylaws in order to organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary and educational enterprises, activities, and institutions as from time to time may be determined or selected by the Corporation's Board of Directors, including, without limitation:

(a) to solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(b) to invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(c) to give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(d) to take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(e) to accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(f) to borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(g) to become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under Section 501(c)(3) of the Code;

(h) to the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

(i) to do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of the Act and Section 501(c)(3) of the Code.

(3) Notwithstanding any provision heretofore or hereafter stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in Section 509 or Section 4942 of the Code:

(a) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(b) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) the Corporation shall not purchase nor retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(4) 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 the purpose clause hereof. 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

**ARTICLE III**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the Corporation's principal office is 12300 Warner Drive, Goshen, Kentucky 40026. The name and address, including street and number, of its resident agent for service of process is Janice Thomas, 12300 Warner Drive, Goshen, Kentucky 40222.

**ARTICLE IV**  
**INCORPORATOR**

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Janice Thomas	12300 Warner Drive Goshen, Kentucky 40026

**ARTICLE V**  
**MEMBERS**

The Corporation shall not have any members. The affairs of the Corporation shall be managed by its Board of Directors.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three directors. The number, tenure, and qualification of Directors shall be as prescribed by the Bylaws of the Corporation.

The initial Board of Directors shall consist of the following persons:

<u>Name</u>	<u>Address</u>
Janice Thomas	12300 Warner Drive Goshen, Kentucky 40026
Justin Thomas	12300 Warner Drive Goshen, Kentucky 40026
Michael Thomas	12300 Warner Drive Goshen, Kentucky 40026

#### **ARTICLE VII** **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation's Board of Directors, after paying or making provisions for the payment of all known liabilities of the Corporation, shall distribute all of the remaining assets of the Corporation to is being operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described by Section 501(c)(3) of the Code. Any such assets not disposed of shall be disposed of by the circuit court 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 VIII** **LIMITATION OF LIABILITY; INDEMNIFICATION**

No current or former Director or officer of the Corporation (each, an "Indemnified Party") shall be liable, and the Corporation shall indemnify an Indemnified Party against, expenses that are actually and reasonably incurred by such Indemnified Party, including attorney's fees, in connection with the defense of any action, suit, or proceeding, civil or criminal, in which the Indemnified Party is made a party by reason of being or having been such Director or officer of the Corporation, except in relation to such matters as to which the Indemnified Party shall be adjudged liable in such action, suit, or proceeding for gross negligence or intentional misconduct in the performance of his or her duties to the Corporation.

A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duty as a Director, except for (a) any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or are known to the Director to be a violation of law; or (c) any transaction from which the Director derived an improper personal benefit.

Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without further need for action by the Corporation or its Board of Directors.

**ARTICLE IX**  
**BYLAWS**

The Bylaws of the Corporation shall be adopted and may be amended or repealed by the Board of Directors of the Corporation and shall be consistent with the laws of the Commonwealth of Kentucky and these Articles of Incorporation.

**ARTICLE X**  
**AMENDMENTS**

These Articles of Incorporation may be amended by approval of a majority of the Corporation's Board of Directors.

[Signature page follows.]

The undersigned has duly executed these Articles of Incorporation as of the 19<sup>th</sup> day of  
November, 2018.

Janice Thomas  
Janice Thomas, Incorporator

**CONSENT OF INITIAL REGISTERED AGENT**

Pursuant to Kentucky Revised Statutes § 14A.4-010, the undersigned, as the initial registered agent and agent for service of process identified in Article III of the Articles of Incorporation of The Justin Thomas Foundation, Inc. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with Kentucky law.

Dated: November 19, 2018

  
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JANICE THOMAS

The foregoing instrument was prepared by:



Scott R. Townsend  
VICE COX & TOWNSEND PLLC  
2303 River Road, Suite 301  
Louisville, Kentucky 40206