

# ARTICLES OF INCORPORATION

## Business Corporation

In compliance with the requirements of KRS Chapter 271B, and for the purposes of forming a for-profit business corporation in Kentucky, the undersigned desire to form a corporation according to the following Articles of Incorporation.

1. **Corporate Name**

The name of the corporation is Big Echo Creative (the "Corporation").

2. **Purpose**

Purpose is to perform any lawful business in the State of Kentucky.

3. **Duration**

The duration of the Corporation is perpetual.

4. **Registered Office and Registered Agent**

The street address of the initial registered office is 652 Graviss Court, Lexington, Kentucky, 40503. The name of the initial Registered Agent at this Registered Office is Kevin Wathen.

5. **Mailing Address of the Principal Office**

The mailing address of the principal office is 652 Graviss Court, Lexington, Kentucky, 40503.

6. **Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 100.

**Class A Shares**

The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 100 shares and each share will have no par value.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the board of directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the board of directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the board of directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

7. **Restrictions on Transfer and Other Rules**

No shares of stock in the Corporation will be transferred without the approval of the board of directors of the Corporation either by a resolution of the board of directors passed at a board of directors meeting or by an instrument or instruments in writing signed by all of the board of directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

8. **Preemptive Rights**

The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

9. **Amend or Repeal Bylaws**

Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the board of directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the board of directors may not adopt, amend or repeal that bylaw. The power of the board of directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

10. **Cumulative Voting**

In an election for directors, the maximum number of votes a shareholder may cast for one director is equal to the number of voting shares held by the shareholder.

11. **Fiscal Year End**

The fiscal year end of the Corporation is December 31st.

12. **Indemnification of Officers, Directors, Employees and Agents**

The board of directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The board of directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

13. **Limitation of Liability**

The board of directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The board of directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

14. **Consent of Appointment by Registered Agent**

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:

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Kevin Wathen

July 7, 2014\_\_\_\_\_

15. **Incorporator**

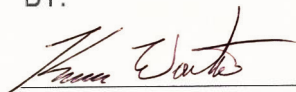
The name and address of the incorporator of Big Echo Creative is set out below.

| Name         | Address           | City      | State    | Zip Code |
|--------------|-------------------|-----------|----------|----------|
| Kevin Wathen | 652 Graviss Court | Lexington | Kentucky | 40503    |

16. **Execution**

I, the undersigned, for the purpose of forming a corporation under the Kentucky Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 7th day of July, A.D. 2014.

BY:



Kevin Wathen (Incorporator)

17. **Filer Contact Information**

In case of filing difficulties, please contact:

Name of Filer: Mary Sky Fortune

Telephone Number: 859-576-7152

Address: 1729 Alexandria Drive, Lexington, Kentucky, 40544

E-mail Address: maryskyfortune@gmail.com