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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION OF
OTTERS BASEBALL CLUB, INC.**

Otters Baseball Club, Inc., a non-stock, non-profit Corporation under KRS Chapter 275, hereby states as follows:

ARTICLE I - NAME

Otters Baseball Club, Inc.

ARTICLE II - PURPOSE

This organization is organized exclusively for charitable and educational purposes, including, without limitation, receiving and administering funds for charitable and educational purposes and to foster amateur sports competition, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the purposes of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The charitable and educational purpose of Otters Baseball Club is to promote an enjoyable, safe, and fair environment for the development of Louisville, Kentucky area youth athletes' baseball skills in manners which foster respect for others, self-confidence, leadership, and teamwork. Otters Baseball Club will operate competitive youth baseball teams; provide and maintain teams with the assistance of parents and community leaders; and, accept local, state, and federal funds and grants and donations of real and personal property and money to further the organization's purposes. Otters Baseball Club has the power to contract and be contracted with, to sue and be sued, and it may receive, accept, purchase or acquire or 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, its associates, or any other cause or causes of an educational nature.

ARTICLE III - REGISTERED AGENT AND OFFICE

The registered office address of the organization is 13159 Middletown Industrial Boulevard, Suite A, Louisville, Kentucky 40223. The name of the initial registered agent for service of process, located at such address is Christina Ash Ott.

ARTICLE IV – SHARES

The organization shall have no shares of stock.

ARTICLE V - EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the organization:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 Article II hereof.

2. No substantial part of the activities of the organization shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the organization shall not participate in or intervene in (including by publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the organization 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 an 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.

ARTICLE VI - DURATION

The period of duration of the organization shall be perpetual.

ARTICLE VII - MEMBERSHIP/BOARD OF DIRECTORS

The organization shall have members. The qualifications of members, the conditions of membership, and the voting and other rights and privileges of members shall be provided for in the organization's Bylaws. The management of the affairs of the organization shall be vested in a Board of Directors, as defined by the organization's bylaws. No director shall have any right, title, or interest in or to any property of the organization.

ARTICLE VIII - PERSONAL LIABILITY / INDEMNIFICATION

No member, director or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, directors, or of the Incorporator be subject to the payment of the debts or obligations of this corporation.

The organization may indemnify any current or former director or officer of the organization against any expenses actually and reasonably incurred by him/her in connection with the defense of any action, 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 to be liable for negligence or misconduct in the performance of duty to the organization.

ARTICLE IX - BOARD ACTION WITHOUT MEETING

Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by a majority of all the members of the Board of Directors, or such greater number as would be required to take the same action at a meeting of the Board of Directors at which all of the directors were present. Notice of the action and its effective date shall be given to all Directors.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, distribute all of the assets of the organization for one or more charitable and educational purpose 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 distribute the assets for a public purpose.

ARTICLE XII – INITIAL DIRECTORS

The initial Board of Directors shall consist of three (3) Directors. The names and address of the initial Board of Directors are:

Director: Christina Ash Ott – 15105 Meadow Farms Ct., Louisville, Kentucky 40245

Director: Justin D. Clark – 512 Westerham Ct., Louisville, Kentucky 40222

Director: Brian Sternberg – 4115 Crestview Rd., Louisville, Kentucky 40207

IN TESTIMONY WHEREOF, Otters Baseball Club, Inc. has caused these Articles of Incorporation to be executed on its behalf by the undersigned incorporator, as of the 20th day of August, 2024.

/s/ Justin D. Clark

Justin D. Clark, Incorporator

Consent of Registered Agent

The undersigned, having been named in the Articles of Incorporation as the registered agent of Otters Baseball Club, Inc., hereby consents to serve in that capacity.

/s/ Christina Ash Ott

Christina Ash Ott, Registered Agent