

**ARTICLES OF INCORPORATION
OF
DERBY CELEBRATION, INC.**

The undersigned incorporator, **Thomas T. Lewis**, executes these Articles of Incorporation for the purpose of forming a nonprofit, nonstock corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 et seq., in accordance with the following provisions.

ARTICLE I

The name of the corporation shall be **Derby Celebration, Inc.**

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized and formed are:

(a) The purpose of organizing and managing events for the promotion of Economic Development and Tourism in the Commonwealth of Kentucky. The corporation will receive payment or income to schedule and operate promotional events and pay vendors and the Commonwealth for services performed in connection with the events. The books and records of the corporation will be made available for review by any interested party.

(b) The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit, nonstock corporations under the laws of Kentucky.

However, this corporation shall not engage in any activity or exercise any power that is not in furtherance of the primary purpose of this corporation.

(c) The corporation is organized exclusively for nonprofit purposes set forth in Section 501(c)(4) of the Internal Revenue Code, as amended, and the corporation shall engage only in activities permitted for a tax exempt organization pursuant to Section 501(c)(4). No part of the corporation's net earnings shall benefit any private person. In the event of dissolution, any assets of the corporation remaining after payment of liabilities of the corporation will be distributed to an entity meeting the requirements of Internal Revenue Code Section 501(c)(3) or 501(c)(4) as determined in the discretion of the Board of Directors.

ARTICLE IV

The business and affairs of the corporation shall be governed by a Board of Directors having a minimum of three (3) members. Three (3) initial directors shall serve until their successors are duly elected and qualify, pursuant to the Bylaws of the corporation. The names and mailing addresses of the initial directors are:

NAME

ADDRESS

James Kenton Pleasants

721 Kirkland Drive
Lexington, Kentucky 405

Kelly Knight

1361 Ashwood Drive
Lexington, Kentucky 40502

Joe Craft

1361 Ashwood Drive
Lexington, Kentucky 40502

ARTICLE V

The registered office of the corporation shall be **228 East High Street, Lexington, Kentucky 40507**, and the initial registered agent for service of process at that office shall be **Thomas T. Lewis**.

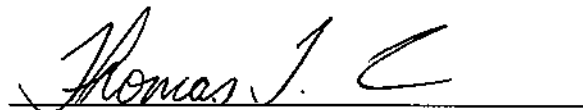
ARTICLE VI

The mailing address of the principal office of the corporation is in the care of **James Kenton Pleasants, 721 Kirkland Drive, Lexington, Kentucky 40502**.

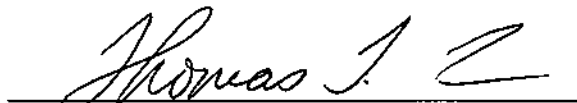
ARTICLE VII

The name and address of the incorporator is **Thomas T. Lewis, 228 East High Street, Lexington, Kentucky 40507**.

WITNESS the signature of the incorporator this 19th day of January, 2016.


THOMAS T. LEWIS

THIS INSTRUMENT PREPARED BY:


Thomas T. Lewis, Of Counsel
Rigsby Ball Law Group, PLC
228 East High Street, P.O. Box 228
Lexington, Kentucky 40588-4106
Telephone: (859) 233-4633

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