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**Alison Lundergan Grimes**  
**Kentucky Secretary of State**  
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**ARTICLES OF INCORPORATION**  
**OF**  
**TEAM FLEUR DE LIS, INC.**

*(a nonstock, nonprofit corporation incorporated under the laws of the Commonwealth of Kentucky)*

The undersigned incorporator, pursuant to Section 273.243 of the Kentucky Nonprofit Corporation Act (the "Act"), does hereby adopt and execute on behalf of Team Fleur de Lis, Inc., a Kentucky nonstock, nonprofit corporation (the "Corporation"), these Articles of Incorporation for the purpose of incorporating, and does hereby incorporate, a nonstock, nonprofit corporation:

**ARTICLE I**  
**NAME**

The name of the Corporation is Team Fleur de Lis, Inc.

**ARTICLE II**  
**PURPOSE**

The Company shall be organized for the purpose of conducting all lawful activities allowed pursuant to the Kentucky Nonprofit Corporation Act, with the specific purpose of training individuals to compete in cycling competitions and educating individuals regarding safety issues and the maintenance of cycling equipment. The Corporation is organized exclusively for educational purposes and for purposes of fostering national or international amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code, by and through any lawful act or activity for which corporations may be formed under Sections 273.167 of the Kentucky Revised Statutes, 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, or any corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, 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. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate or intervene in (including the publication or distribution of statements relating to) any political campaign on behalf of any candidate for public office.

**ARTICLE III**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the Corporation's initial registered agent is Laura Christine Vaughan. The street address of the Corporation's initial registered office is 2012 Japonica Way, Louisville, Kentucky 40242.

**ARTICLE IV**  
**MAILING ADDRESS**

The mailing address of the Corporation's principal office is 2012 Japonica Way, Louisville, Kentucky 40242.

**ARTICLE V**  
**DIRECTORS**

The Corporation shall have three (3) directors initially constituting the Corporation's first board of directors. The names and addresses of each such director is as follows:

Laura Christine Vaughan  
2012 Japonica Way  
Louisville, Kentucky 40242

Margret Burns  
7006 Field View Court  
Louisville, Kentucky 40291

Cathy Smith  
8329 Mulberry Street  
Louisville, Kentucky 40217

**ARTICLE VI**  
**INCORPORATOR**

The name and street address of the Corporation's sole incorporator is:

Laura Christine Vaughan  
2012 Japonica Way  
Louisville, Kentucky 40242

**ARTICLE VII**  
**POWERS, PROHIBITIONS, AND DISSOLUTION**

The Corporation shall have no members, no capital stock, and no power to issue certificates for shares of capital stock or, except as permitted by the Act, to declare or pay dividends or make distributions of any kind to its directors or officers.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Article II and Article IX hereof.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes 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 be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations organized and operated exclusively for such purposes as said court shall determine.

**ARTICLE VIII**  
**LIMITATION OF DIRECTOR LIABILITY**

The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors that are now or hereafter become available under the Act. Without limiting the generality of the foregoing, no director of the Corporation shall have any personal liability to the corporation for monetary damages for any action taken, or any failure to take any action, as a director, provided, however, that this provision shall not eliminate or limit the liability of a director for (i) any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VIII shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall be obligated to indemnify any person (including in all instances the heirs, executors, administrators, or estate of any such individual) who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent, in advance of the act or omission giving rise to such action, suit or proceeding and to the fullest extent permitted by the Act and applicable law and to the full amount, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however, that no indemnification shall be made in respect of any claim,

issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

Such rights of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition, provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an instrument by or on behalf of such individual obligating the individual to repay all amounts so advanced if it shall be determined that such individual is not entitled to such indemnification.

Any repeal or modification of this Article IX shall not affect any rights or obligations then existing. If any indemnification payment required by this Article IX is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the director, officer, employee or agent of the Corporation may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such individual shall be entitled to be paid also the expense of prosecuting such claim.

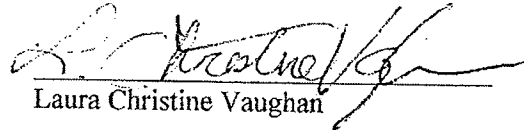
The Corporation may maintain insurance, at its own expense, to protect itself and any such individual against any such liability, cost, or expense, whether the corporation would have the power to indemnify such individual against such liability, cost, or expense under the Act or under this Article IX, but it shall not be obligated to do so.

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of board of directors, or otherwise.

If this Article IX or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such individual to the fullest extent permitted by any applicable portion of this Article IX that shall not have been invalidated or by any other applicable law.

*[Remainder of Page Intentionally Left Blank]*

**IN WITNESS WHEREOF**, the undersigned, being the sole incorporator of the Corporation, does hereby execute these Articles of Incorporation, effective as of the 20 of June, 2013, and hereby declares, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true:

  
Laura Christine Vaughan

*[Articles of Incorporation of Team Fleur de Lis, Inc. – Signature Page]*