

**ARTICLES OF INCORPORATION
OF
FRIENDS OF PINE MOUNTAIN STATE RESORT PARK, INC.**

A NON-PROFIT ORGANIZATION

The undersigned incorporator hereby submits the following Articles of Incorporation to the Kentucky Secretary of State for the purpose of forming a nonprofit corporation:

ARTICLE I

The name of the corporation is: Friends of Pine Mountain State Resort Park, Inc.

ARTICLE II

The purposes for which the corporation is organized are:

1. To promote and encourage the visitation, use and appreciation of Pine Mountain State Resort Park by the general public, including members of the local and regional community as well as out of state and international visitors.
2. To support efforts to enhance the visitor experience of Pine Mountain State Resort Park.
3. To support efforts to maintain and improve the facilities, trails, roads, buildings and other improvements of the Pine Mountain State Resort Park.
4. To support educational programs and research which will enhance understanding of all of the natural systems within the park, including programs that will improve students' knowledge of the branches of science and technology related to such systems.
5. To support measures which will preserve and protect the natural beauty of Pine Mountain State Resort Park.
6. The purposes of the corporation shall be limited to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
7. None of the corporation's activities shall involve attempts to influence legislation except as allowed under the provisions of Section 501(h) of the Internal Revenue Code. The corporation shall not carry on propaganda or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
8. The corporation shall not carry on any activities not permitted to be carried on by:
 - a. An organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
 - b. An organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

The street address of the corporation's registered office in Kentucky is 402 Tennessee

Avenue, Pineville, Kentucky 40977, and the name of the corporation's initial registered agent at that address is: James R. Golden.

ARTICLE IV

The mailing address of the corporation's principal office is 402 Tennessee Avenue, Pineville, Kentucky 40977

ARTICLE V

The initial Board of Directors shall consist of one director, with the expectation of increasing that number to as many as 6 by subsequent action of the corporation. The name and mailing address of the person who will serve as the initial director is: James R. Golden, 402 Tennessee Avenue, Pineville, Kentucky 40977

ARTICLE VI

The name and mailing address of the incorporator is: James R. Golden, 402 Tennessee Avenue, Pineville, Kentucky 40977

ARTICLE VII

The Corporation is to have members at large.

- A) Membership of this Corporation shall be open to all persons and entities interested in supporting the purposes of the Corporation.
- B) Members shall be required to pay dues in an amount to be determined by the Board of Directors.
- C) Each current membership shall be entitled to one (1) vote.

ARTICLE VIII

The regulation and management of the affairs of the Corporation shall be vested in the Board of Directors.

ARTICLE IX

No part of the net earnings of the Corporation shall accrue 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 hereof.

ARTICLE X

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any current or future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XI

Any person made or threatened to be made a party to a suit or proceeding by reason of the fact that he, his testator, or his intestate was, is, or shall be a Director or Officer of this Corporation or at the request of this Corporation a director or officer of another Corporation controlled by this Corporation shall be indemnified by this Corporation to the maximum extent and upon the conditions provided by the law of the Commonwealth of Kentucky.

ARTICLE XII

The Board of Directors may take any action which it is required or permitted to take by law without a meeting upon written consent, setting forth the action so taken and signed by all of the members of the Board entitled to vote thereon.

ARTICLE XIII

The Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the Board of Directors, but any Bylaw adopted by the Board may be amended or repealed by a two thirds (2/3) vote of the members.

This 18th day of June, 2014.



James R. Golden, Incorporator

CONSENT OF REGISTERED AGENT

I, James R. Golden, consent to serve as registered agent for the corporation.



James R. Golden