

ARTICLES OF INCORPORATION
OF
CURE CF, INC.

1. Name. The Corporation's name shall be Cure CF, Inc.
2. Duration. The Corporation's duration shall be perpetual.
3. Purpose. The Corporation's purposes shall be:
 - a. To engage in such religious, educational, charitable, and benevolent activities as are permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 the corresponding section of any future federal tax code, 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 the corresponding section of any future federal tax code.
 - b. The particular purposes of the corporation are (i) to facilitate better treatments for the medical condition known as Cystic Fibrosis, and (ii) to find a cure for Cystic Fibrosis.
 - c. To exercise in furtherance of its purposes all powers possessed by corporations formed under the Kentucky Nonprofit Corporation Act (or under any successor codification of the law governing Kentucky nonprofit corporations) that are not inconsistent with the Corporation's qualifications under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. Internal Affairs: The following provisions shall regulate the internal affairs of the Corporation.
 - a. The Corporation's stated purposes shall be construed and its operations shall be conducted so as to qualify the Corporation under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as a corporation organized and operated exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code.
 - b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its 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 3 hereof.

- c. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- d. The Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- f. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- g. The Corporation shall not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- h. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- i. 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

- j. 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.
5. Registered Office. The street address of the Corporation's registered office shall be 1616 Forest Hill Drive, Louisville, KY 40205. The name of the Corporation's initial registered agent at the address shall be Joseph C. Klausing.
6. Principal Office. The mailing address of the Corporation's principal office shall be 1616 Forest Hill Dr., Louisville, KY 40205.
7. Initial Directors. The number of directors constituting the Corporation's initial board of directors shall be three, and the names and addresses of the persons who are to serve as the initial directors are:
- a. Joseph Klausing 1616 Forest Hill Dr. Louisville, KY 40205
 - b. John Schmidt 3021 Tremont Dr. Louisville, KY 40205
 - c. Jonathan Foushee 10500 Fairmount Falls Way Louisville, KY 40291
- i. A director may be removed from office by the majority vote of the directors at any special or regular meeting of the Board of Directors though less than a quorum of the entire Board of Directors.
8. Members. The Corporation shall not have members.
9. Limitation of Director Liability.
- a. Except as otherwise provided by 9(b) below, no director of the Corporation shall be personally liable for monetary damages for breach of his duties as a director.
 - b. Nothing in the preceding Article 9(a) shall 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. Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of law; or
 - iii. Any transaction from which the director derived an improper personal benefit.
10. Incorporator. The incorporator's name and address is O'Bryan, Brown, & Toner PLLC, 455 South 4th Street, Louisville, KY 40202.

O'Bryan, Brown, & Toner PLLC

By:  _____
Joseph C. Klausing, Partner

**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
CURE CF, INC.**

The undersigned hereby consents to serve as the initial registered agent for Cure CF, Inc. (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.

By 
Joseph C. Klausing, Director