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Trey Grayson
Secretary of State
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ARTICLES OF INCORPORATION
OF

East Kentucky Fair, Inc.

ARTICLE I

Name

This corporation shall be known as East Kentucky Fair, Inc. By this name, the corporation may contract, be contracted with, sue, be sued, adopt a corporate seal and conduct its business and operate as a nonprofit corporation pursuant to KRS 273.

ARTICLE II

Membership

This corporation shall not have capital stock and shall be composed of members rather than shareholders.

ARTICLE III

Purpose and Nature of the Corporation

East Kentucky Fair, Inc. is organized 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 501c(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Specific purpose of the corporation shall be:

- A. To plan, develop, and organize an annual fair and other programs to stimulate public interest in the advantages and development of the Commonwealth by providing exhibitions, public gatherings, educational opportunities, cultural activities and other functions.
- B. To advance Kentucky's tourism industry and economy while serving the entertainment, cultural and educational interests of the public.
- C. To transact any and all other lawful business for which a corporation may be organized under KRS Chapter 273, and to do any and all acts, and to execute and perform any and all powers necessary, proper, incidental or convenient in carrying out the purposes set forth above, as fully as any natural person might do.

Notwithstanding any other provisions of these Articles, the corporation shall not engage in any transaction that is a prohibited transaction as defined in Section 501c(3) of the

Internal Revenue Code of 1954, or the corresponding provisions of any subsequent United State Revenue law.

ARTICLE IV
Registered Office and Process Agent

The principal office and registered office of the corporation are one and the same, being 110 Resource Court, Prestonsburg, Kentucky 41653 and Mr. James Whited is located at this office and is the initial registered agent of the corporation for the service of process, and incorporator.

ARTICLE V
Board of Directors

The business of the corporation shall be conducted and managed by the Board of Directors, the number and appointment of which shall be set out in the bylaws of the corporation. The number of directors constituting the initial Board upon incorporation shall be Twenty-Six (26). The names and addresses of the persons who are first serving as these directors are as follows:

Judge-Executive Paul Hunt Thompson
149 S. Central Avenue
Prestonsburg, KY 41653

Judge-Executive Kelly Callaham
P. O. Box 429
Inez, KY 41224

Judge-Executive Tucker Daniel
P. O. Box 868
Paintsville, KY 41240

Judge-Executive Bill May
HC 60, Box 45
Salyersville, KY 41465

Judge-Executive Bill Deskins
146 Main Street
Pikeville, KY 41501

Mayor Sharon Woods
P. O. Box 413
Allen, KY 41601

Mayor Doug Pugh
221 3rd Street
Paintsville, KY 41240

Mayor Frank Justice
118 College Street\
Pikeville, KY 41501

Mayor Jerry Fannin
200 North Lake Drive
Prestonsburg, KY 41653

Mayor Stanley Howard
P. O. Box 640
Salyersville, KY 41465

Ms. Nancy Price
Paintsville Tourism
P. O. Box 809
Paintsville, KY 41240

Ms. Fran Jarrell
Paintsville/Johnson County Chamber
133 Main Street
Paintsville, KY 41240

Ms. Kitty White
Pike County Chamber
773 Hambley Blvd.
Pikeville, KY 41501

Mr. Fred James
Prestonsburg Tourism
113 S. Central Avenue
Prestonsburg, KY 41653

Ms. Phyllis Hunt
Pike County Tourism
P. O. Box 1497
Pikeville, KY 41501

Ms. Heather Nelson
Cooperative Extension Service
921 South Lake Drive
Prestonsburg, KY 41653

Ms. Mandy Stumbo
Floyd County Chamber
P. O. Box 1508
Prestonsburg, KY 41653

Ms. Hannah Sue Sparks
1668 Collins Hwy
Pikeville, KY 41501

Ms. Anita Ratliff
Appalachian Racing LLC
164 Thunder Road
Prestonsburg, KY 41653

Ms. Doris O'Bryan
Sandy Valley Transportation
80 Resource Court
Prestonsburg, KY 41653

Mr. Mike Omerod
Prestonsburg Police Dept.
200 North Lake Drive
Prestonsburg, KY 41653

Mr. Gary Dotson
Prestonsburg Fire Department
200 North Lake Drive
Prestonsburg, KY 41653

Ms. Thursa Slone
Prestonsburg Health Dept.
144 North Front Street
Prestonsburg, KY 41653

Mr. Mark Wiete
Citizens National Bank
P. O. Box 1488
Paintsville, KY 41240

Mr. Thomas Rainey
Carl D. Perkins Job Corps
478 Meadows Branch
Prestonsburg, KY 41653

Mr. Bobby Carpenter
Red Cross
313 West Minster Street
Prestonsburg, KY 41653

ARTICLE VI

Non-Profit Status

The corporation is not to be organized for profit nor shall it have the power to issue certificates of stock or declare dividends. No part of the net earnings of the corporation shall benefit or be distributable to its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in any political campaign, or on behalf of any candidate for public office.

The corporation shall not carry on any other activities not permitted (a) by a corporation exempt from Federal Income Tax under Section 501 c (3) of the Internal Revenue Code of 1954 or (2) by a corporation, contributions to which are deductible under Section 170 c (2) of the Internal Revenue Code of 1954.

ARTICLE VII

Disposition of Assets

Upon dissolution of the corporation, the board shall make provisions for the payment of all of the liabilities of the corporation and dispose of all of the assets of the corporation exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law) 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 the court of 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.

ARTICLE VIII

Committees

The Board of Directors, by resolution adopted by a majority of the directors, may authorize the Chairperson to appoint one or more committees, each of which shall consist of at least two or more directors. A committee, to the extent provided in said resolution, shall have and exercise authority of the Board of Directors in the management of the corporation, as defined in the bylaws of the corporation.

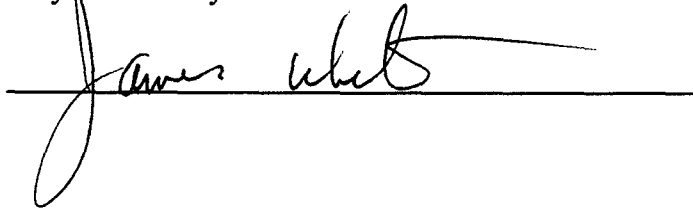
ARTICLE IX
Members Not Liable for Corporate Obligations

The members of the Board of Directors, the officers, and the staff of the corporation shall not be personally liable for corporate obligations, including but not limited to those arising from fiscal or personnel matters, pursuant to KRS 273.187.

ARTICLE X
Amendment

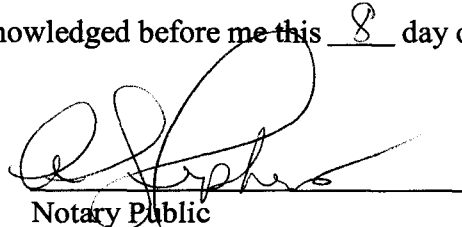
These Articles of Incorporation may be amended by a two-thirds vote of the members of the Board of Directors at a regular or special meeting for which proper notice has been provided. The filing of such amendment shall comply with KRS 273.263.

IN WITNESS WHEREOF, I, James Whited, the incorporator have executed these Articles this 8th day of February 2006.



State of Kentucky
County of Floyd

The foregoing Articles of Incorporation were acknowledged before me this 8 day of February 2006.



Notary Public

My Appointment Expires:

Aug 1, 2009
NOTARY PUBLIC
STATE AT LARGE, KENTUCKY