

Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY
DOMESTIC CORPORATION DEPARTMENT

NON-STOCK CORPORATION

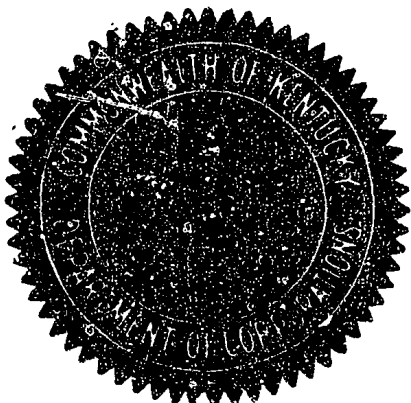
I, *THELMA L. STOVALL*, Secretary of the State of Kentucky, hereby certify that Articles of Incorporation of the

THE HONORABLE ORDER OF KENTUCKY COLONELS, INC.

LOUISVILLE, KENTUCKY

has this day been filed in my office.

It appearing from said Articles of Incorporation that the said Corporation has no capital stock, and no private pecuniary profit is to be derived therefrom, the said Corporation is not required by law to pay a tax on organization; and it further appearing that the aforesaid Corporation has complied with all the requirements of the law, this certificate is issued as evidence of the fact that the said Corporation is now authorized and empowered to do business in this State under its charter, subject to the restrictions imposed by the statutes of Kentucky.

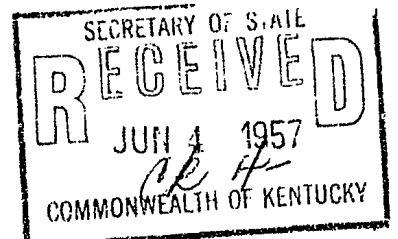
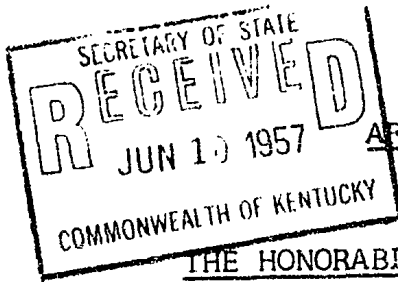


SECRETARY OF STATE

Given under my hand as Secretary of State,
this 10th day of June 1957

By *Thelma L. Stovall*
Secretary of State

Chief Clerk, Corporation Department



ARTICLES OF INCORPORATION
OF
THE HONORABLE ORDER OF KENTUCKY COLONELS, INC.

5- 6646
Rec 4 -

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, hereby associate ourselves together for the purpose of forming a charitable and educational corporation under the provisions of KRS 273.010 to 273.160, inclusive, whose Articles of Incorporation are as follows:

I

The name of the corporation shall be "THE HONORABLE ORDER OF KENTUCKY COLONELS, INC." and its principal office or place of business shall be/in Old State Fairgrounds, Box 18, Station H, Louisville, Jefferson County, Kentucky.

The name and address of the person upon whom process may be served is Eli H. Brown, III, whose address is 420 South Fifth Street, Louisville, Kentucky.

II

The objects and purposes of this corporation shall be for the advancement of education and culture and for the establishment, maintenance and continuance of charitable enterprises, such as the founding of scholarships in institutions of learning, gifts to charitable, endowed institutions, equipping of playgrounds and recreation rooms, and any and all other charitable purposes that the Board of Trustees of this corporation shall determine from year to year to be worthy of aid and assistance and in need of financial support; to collect and preserve historical documents and other books, papers and objects pertaining to the Commonwealth of Kentucky or any institution or subdivision thereof and therein.

III

The corporation shall have power to accept, receive, hold and dispose of real and personal property of every kind and description which may be given to it, or in any way by it acquired, and shall have full and complete powers over the management, control and disposition thereof. It shall have the right to manage any property that it may acquire.

IV

The corporation shall have no capital stock, and no member of the Board of Trustees shall derive any private, pecuniary profit from it.

V

The corporation shall have a perpetual existence unless sooner terminated in accordance with law by action of its Board of Trustees and the corporation shall have the power to enter into contracts and to employ such persons that may be necessary to further and carry out its purposes.

VI

The affairs of the corporation shall be conducted by a Board of Trustees consisting of not less than three (3) nor more than twenty-one (21) persons. The presiding and chief executive officer of the corporation shall be called the NATIONAL COMMANDING GENERAL OF THE HONORABLE ORDER OF KENTUCKY COLONELS, INC., and the holder of this office shall be appointed by the Governor of the Commonwealth of Kentucky for a term of four (4) years or until his successor is appointed and qualified.

The Governor of the Commonwealth of Kentucky may appoint for a term of four (4) years and until a successor is appointed and qualified, a Commanding General of The Honorable Order of Kentucky Colonels, Inc. for each of the States and territories of the United States of America.

The Governor of the Commonwealth of Kentucky may appoint for a term of four (4) years and until a successor is appointed and qualified, a Secretary and Keeper of the Great Seal of The Honorable Order of Kentucky Colonels, Inc.

A majority of those qualified and acting as Trustees shall constitute a quorum. A vacancy on the Board of Trustees caused by death, resignation or otherwise, shall be filled by the Board. A member of the Board may be removed, with or without cause, by the affirmative vote of two-thirds of the then qualified and acting members of the Board.

The incorporators of this corporation shall constitute and be the first Board of Trustees, with full power to elect other persons to the Board up to the maximum number.

The Board of Trustees shall meet annually and at such other times as it may deem proper. At its first meeting, and annually thereafter, the Board may elect a Vice-Chairman, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers, each of whose duties may be defined and regulated by By-Laws adopted by the Board at its first meeting. Said By-Laws thereafter may be amended from time to time at the pleasure of the Board. Any two offices may be held by one person.

VII

The corporation shall not contract any indebtedness in excess of Fifty Thousand (\$50,000.00) Dollars.

VIII


Private property of the officers and members of the Board of Trustees shall not be subject to the debts of the corporation.

IX

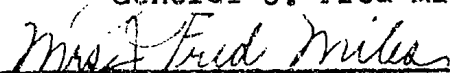
The name and address of each incorporator is as follows:

General J. Fred Miles	Louisville, Kentucky
Mrs. J. Fred Miles	Louisville, Kentucky
Melvin Goldman	Los Angeles, California
Robert F. Miles	Louisville, Kentucky
Clifford Bettinger	Louisville, Kentucky
Walter Gibbs	Louisville, Kentucky
Eli H. Brown, III	Louisville, Kentucky


WHEREFORE, Witness our signatures this 10th day of May, 1957.



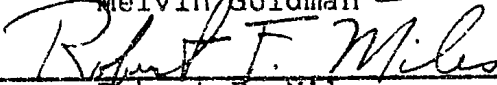
General J. Fred Miles



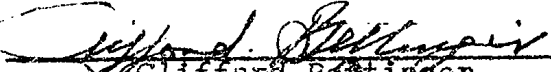
Mrs. J. Fred Miles



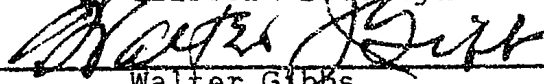
Melvin Goldman



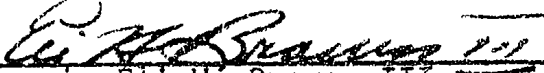
Robert F. Miles



Clifford Bettinger



Walter Gibbs



Eli H. Brown, III

STATE OF KENTUCKY

COUNTY OF JEFFERSON

: ss

I, the undersigned, a Notary Public within and for the

State and County aforesaid certify that the foregoing instrument of writing was produced before me in said County and State by GENERAL J. FRED MILES, MRS. J. FRED MILES, MELVIN GOLDMAN, ROBERT F. MILES, CLIFFORD BETTINGER, WALTER GIBBS and ELI H. BROWN, III, and acknowledged by them to be their act and deed.

WITNESS my hand and seal this 10th day of May, 1957.

My commission expires 12/60

Elie Adams

Notary Public
Jefferson County
Kentucky.

ORIGINAL COPY
FILED AND RECORDED

JUN 10 1957

Thelma L. Stovall
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

BY *Louise R. Marshall*
CHIEF CORP. CLERK