



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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Michael G. Adams
Kentucky Secretary of State
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Division of Business Filings
Business Filings
P.O. Box 718,
Frankfort, KY 40602
(502) 564-3490

Articles of Incorporation
Non-profit Corporation

Please note: This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the corporation is Make It Rain Hoops Basketball Club, Inc.

Article II: The purpose for which the corporation is organized is See attached.

Article III: The name of the registered agent is Bret Louder

and the street address of the corporation's initial registered office in Kentucky is

<u>536 South Fort Thomas Ave</u>	<u>Fort Thomas</u>	<u>Kentucky</u>	<u>41075</u>
Street Address (No Post Office Box Numbers)	City	State	Zip Code

Article IV: The mailing address of the corporation's principal office is

<u>536 South Fort Thomas Ave</u>	<u>Fort Thomas</u>	<u>Kentucky</u>	<u>41075</u>
Street or P.O. Box Number	City	State	Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is 3

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

<u>Bret Louder</u>	<u>536 South Fort Thomas Ave</u>	<u>Fort Thomas</u>	<u>Kentucky</u>	<u>41075</u>
Name	Street or P.O. Box Number	City	State	Zip Code
<u>Carrie Louder</u>	<u>536 South Fort Thomas Ave</u>	<u>Fort Thomas</u>	<u>Kentucky</u>	<u>41075</u>
Name	Street or P.O. Box Number	City	State	Zip Code
<u>Drew Mitchell</u>	<u>258 Bluegrass Ave</u>	<u>Southgate</u>	<u>Kentucky</u>	<u>41071</u>
Name	Street or P.O. Box Number	City	State	Zip Code

Article VI: The name and mailing address of the incorporator is

<u>Bret Louder</u>	<u>536 South Fort Thomas Ave</u>	<u>Fort Thomas</u>	<u>Kentucky</u>	<u>41075</u>
Name	Street Address or P.O. Box Number	City	State	Zip Code
Name	Street Address or P.O. Box Number	City	State	Zip Code

(Additional articles not inconsistent with law may be stated in the space below or additional pages may be attached and incorporated by reference.)

Article VII: See attached.

Please indicate if the following applies to your business ownership:
 Veteran Owned (a nonprofit business which is at least fifty-one percent (51%) unconditionally managed by one (1) or more veterans.)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

	<u>Bret Louder President</u>	<u>13 Feb 2024</u>
Signature of Incorporator	Print Name & Title	Date

I, Bret Louder, consent to serve as the registered agent on behalf of the corporation.

	<u>Bret Louder President</u>	<u>13 Feb 2024</u>
Signature of Registered Agent	Print Name & Title	Date

Make It Rain Hoops Basketball Club, Inc.
Attachment to Articles of Incorporation

ARTICLE TWO
PURPOSE

The Corporation is organized and shall at all times be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

ARTICLE SEVEN
MISCELLANEOUS

The Corporation shall possess all power and authority permitted by law, except;

No private inurement: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Trustees, Officers, or any other private persons, except that the Corporation shall be authorized to pay reasonable amounts for goods and services, including professional services, which are provided or rendered to the Corporation, and to make payments and distributions which are in furtherance of the purposes set forth in Article Two 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, as the same may be amended and/or restated (the "Articles"), the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law). No interest in or assets of the Corporation shall be directly or indirectly transferred to anyone other than (i) one or more nonprofit charitable organizations, provided that each transferee is then exempt from federal income tax under Section 501(a) of the Code by reason of being described in Section 501(c)(3) of the Code, or (ii) the United States federal government or a state or local government for a public purpose, as determined by the Members of the Corporation, for less than fair market value.

Merger Restriction: The Corporation shall not merge with or convert into a for-profit entity.

Dissolution: 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 Code to (i) one or more nonprofit funds, foundations, corporations or other organizations which are organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, or (ii) the United States federal government or a state or local government for a public purpose, as determined by the Members of the Corporation. 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, to such organization or organizations that, in the opinion of the Court, are organized and operated for purposes similar to the Corporation's purposes.