

**ARTICLES OF INCORPORATION
GREATER CINCINNATI ADAPTED SPORTS CLUB, INC.**

For the purposes of forming a nonprofit corporation in Kentucky pursuant to Kentucky Revised Statutes Chapter 273, the undersigned incorporator hereby submits the following Articles of Incorporation to the Secretary of State for filing:

ARTICLE I. The name of the corporation is the **Greater Cincinnati Adapted Sports Club, Inc.** (the "Corporation").

ARTICLE II. The Corporation is organized exclusively for charitable, religious and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The specific purposes for which the Corporation is formed are to conduct activities consistent with such purposes, the nonprofit corporation laws of the Commonwealth of Kentucky and Section 501(c)(3) of the Code including, for such purposes, providing **recreation and athletics.**

ARTICLE III. The street address of the Corporation's initial registered office in Kentucky is: **890 Kyles Ln., Covington, KY 41017** and the name of the initial registered agent at that office is: **Jacob Counts.**

ARTICLE IV. The mailing address of the Corporation's principal office is: **890 Kyles Ln., Covington, KY 41017.**

ARTICLE V. The number of directors constituting the initial Board of Directors is thirteen. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

Sara Treece - 537 Wyandot Woods blvd. Monroe, OH 54050

Justin Stein - 100 Riverboat Row F27, Newport, KY 41071

Floyd Grace - 2180 Crane Ave. Cincinnati, OH 45207

Jacob Counts - 890 Kyles Ln. Covington, KY 41017

Janet Counts - 890 Kyles Ln. Covington, KY 41017

Benjamin Baker - 415 6th Ave. Dayton, KY 41074

Sara Bitter - 11692 Symmes Valley Dr. Loveland, OH 45140

Stephen Soard - 2822 Ashland Ave. Covington, KY 41015

Ian Smith - 114 Sunset Pl. Taylor Mill, KY 41015

Colin Smith - 5212 Woodland Dr. Taylor Mill, KY 41015

Richard Pernell - 5502 Taylor Mill Rd. Taylor Mill, KY 41015

Adam Ayers – 806 Snider Rd. Mason, OH 45040

Ian Madden – 824 Elberon Ave. Cincinnati, OH 45205

ARTICLE VI. The name and mailing address of the incorporator is:

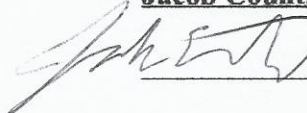
Jacob Counts – 890 Kyles Ln., Covington, KY 41017

ARTICLE VII. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private individual or entity, 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code. The Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations that are organized and operated exclusively for religious, charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code
Executed by the incorporator on this day of , 2014.

Jacob Counts

 Incorporator 5/21/14

I, Jacob Counts, consent to serve as the registered agent on behalf of the Corporation.

Jacob Counts

 Registered Agent 5/21/14