

ARTICLES OF INCORPORATION

OF

Louisville LGBT Film Festival, Inc.

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NAOI

Alison Lundergan Grimes  
Kentucky Secretary of State  
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The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I

The name of this corporation shall be Louisville LGBT Film Festival, Inc. located at 2005 Douglass Boulevard, Louisville, KY 40205.

ARTICLE II

This corporation is organized exclusively for charitable and educational purposes, more specifically to create an affirming atmosphere in which to promote acceptance and tolerance through an annual film festival program. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV

The duration of the corporate existence shall be perpetual.

ARTICLE V

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

There are 14 founding members of the Louisville LGBT Film Festival, their names and addresses listed below. Officers will be elected at the first board meeting.

Travis Myles, 850 Washburn Avenue # 224, Louisville, KY 40222

David Corbett, 223 Merriman Road, Louisville, KY 40207

Jeff Hormann, 1838 Sherwood Avenue, Louisville, KY 40205

Darren Branham, 1838 Sherwood Avenue, Louisville, KY 40205

Kate Miller, 321 Pearl Street, Jeffersonville, IN 47130

Tom Underwood, 3100 Mylanta Place, Louisville, KY 40220

Ernest Flores, 1815 Gardiner Lane #K100, Louisville, KY 40205

Mike Mayo, 1128 Cherokee Road # 2, Louisville, KY 40204

Kenisha Thompson, 743 E. Broadway, #204, Louisville, KY 40202

Matthew Stanford, 743 E. Broadway, #204, Louisville, KY 40202

Jessica Collier, 314 Clover Lane, Louisville, KY 40207

Jason Schaefer, 2157 Sherwood Avenue, Louisville, KY 40205

Chris Dielmann, 2157 Sherwood Avenue, Louisville, KY 40205

Gary White, 1723 Deer Park Avenue, Louisville, KY 40205

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

#### ARTICLE VI

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer or Directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE VII

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

#### ARTICLE VIII

The incorporators of this corporation are:


Travis Myles, 850 Washburn Avenue # 224, Louisville, KY 40222

David Corbett, 223 Merriman Road, Louisville, KY 40207

The undersigned incorporators certify that they execute these articles for the purposes herein stated.

 4/3/2012

Signature & Date

 4/3/12

Signature & Date

## ARTICLE IX

The initial Registered Agent for this corporation is:

Darren Branham, 1838 Sherwood Avenue, Louisville, KY 40205

### Statement of Acceptance by Registered Agent

We, Travis Myles and David Corbett, hereby acknowledge that the undersigned individual or corporation accepts the appointment as Initial Registered Agent of The Louisville LGBT Film Festival, the corporation which is named in these Articles of Incorporation.

Darren Branham

Registered Agent