ARTICLES OF INCORPORATION OF THE THE PATRICIA C. BOONE CHARITABLE FOUNDATION, INC.

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming and does hereby form a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 et seg., in accordance with the following provisions.

ARTICLE I Name

Michael G. Adams Kentucky Secretary of State

The name of the corporation is The Patricia C. Boone Charitable Foundation, Inc.

ARTICLE II Purposes and Powers

The corporation is organized and operated exclusively for charitable, religious, tional, and scientific purposes, including, for such purposes, the making of distributions to lizations that qualify as exempt organizations under section 501(c)(3) of the Internal hue Code, or the corresponding section of any future federal tax code. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

ARTICLE III Directors

The business and affairs of the corporation shall be governed by a Board of Directors. The three (3) members of the initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualify. The names and mailing addresses of the initial directors are:

| Name | <u>Address</u> |
|---------------------------|-------------------------------------|
| Samuel AB Boone | 376 S Broadway, Lexington, KY 40508 |
| Catherine Cash Boone | 376 S Broadway, Lexington, KY 40508 |
| Elizabeth Alexander Boone | 376 S Broadway, Lexington, KY 40508 |

ARTICLE IV Restrictions on Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 in Article II 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.

ARTICLE V 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 Internal Revenue Code, or the corresponding section of any future federal tax code, 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 a Court of Competent 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 VI Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 376 S Broadway, Lexington, KY 40508.

The name of the initial registered agent at that address is John W. Walters, Jr.

ARTICLE VII Principal Office

The mailing address of the principal office of the corporation is 376 S Broadway, Lexington, Fayette County, KY 40508.

ARTICLE VIII Incorporator

The names and address of the incorporator is John W. Walters, Jr., 376 S Broadway, Lexington, Ky 40508.

I, John W. Walters, Jr., consent to serve as the registered agent on behalf of the corporation.

Signature of Registered Agent Print Name Date