

# ARTICLES OF INCORPORATION

OF

## Louisville Gay Men's Chorus

The undersigned incorporator(s), 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 Gay Men's Chorus, whose address is 1838 Sherwood Avenue, Louisville, Kentucky 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 song. 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 Board of Directors. No part of the net earnings of this corporation shall inure to the benefit of any Director 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.

The Board of Directors of the Louisville Gay Men's Chorus, and their addresses are listed below:

John Gray, 2610 St. Andrews Road, Jeffersonville, Indiana 47130

Glenn Wright, 2006 Trevilian Way, Louisville, Kentucky 40205

Sean M. Lyons, 10238 Pine Glen Circle, Louisville, Kentucky 40291

Travis Myles, 1009 Dixon Avenue, Louisville, Kentucky 40217

Darren Branham, 1838 Sherwood Avenue, Louisville, Kentucky 40217

Dan Burch, 161 Thierman Lane #2H, Louisville, Kentucky 40207

Steve Miller, 5003 Constance Drive, Louisville, Kentucky 40272

The Board of Directors shall serve terms as delineated 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 incorporator(s) of this corporation is/are:

John Gray

Darren Branham

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

 4/21/14  
Signature & Date

 4/21/14  
Signature & Date

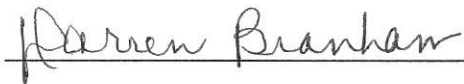
## ARTICLE IX

The initial Registered Agent for this corporation is:

Darren Branham, 1838 Sherwood Avenue, Louisville, Kentucky 40205

### Statement of Acceptance by Registered Agent

I, Darren Branham, hereby acknowledge that the undersigned individual or corporation accepts the appointment as initial Registered Agent of The Louisville Gay Men's Chorus, the corporation which is named in these Articles of Incorporation.

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Registered Agent