

**ARTICLES OF INCORPORATION  
OF  
STAY POSITIVE STAY AGGRESSIVE, INC.**

The undersigned incorporator executes these Articles of Incorporation and forms a nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges, and immunities of a corporation organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

**ARTICLE I**

**Name**

The name of the corporation is Stay Positive Stay Aggressive, Inc.

**ARTICLE II**

**Purposes and Powers**

The corporation is organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code). The corporation will receive contributions and will distribute such contributions for charitable and/or educational purposes. In carrying out its corporate purposes, the corporation has all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

Any other provision of these articles to the contrary notwithstanding, the corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the corporation shall inure to the benefit of, or *be* distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in furtherance of Section 501(c)(3) purposes; 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; and the corporation shall not carry on any activities denied to: (a) a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

**ARTICLE III**

**Registered Office and Registered Agent**

The street address of the initial registered office of the corporation is 1100 Cherokee Road, Apt. 1, Louisville, Kentucky 40204. The name of the initial registered agent at that address is Jade Mitchell.

**ARTICLE IV**  
**Principal Office**

The mailing address of the corporation's principal office is Stay Aggressive Stay Positive, Inc., 1100 Cherokee Road, Apt. 1, Louisville, KY 40204.

**ARTICLE V**  
**Directors**

The corporation is governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) members, the exact number and the terms of each to be set in the manner provided for in the Bylaws. The initial Board of Directors of the corporation will consist of five persons who shall serve until the first annual election of Directors or until their successors are elected and qualify. The names, mailing addresses, email addresses, and phone numbers of the initial Board of Directors are:

Jade Mitchell  
1100 Cherokee Road, Apt. 1  
Louisville, Kentucky 40204  
jadepatrickmitchell@gmail.com  
812.480.9206

Samantha Taffer  
4713 Upper Mount Vernon Road  
Evansville, IN 47712  
Sa.taffer7@gmail.com  
812.499.5855

Jema Mitchell  
708 W. Main Street  
Carmi, IL 62821  
jemamitchell@yahoo.com  
618.384.7927

Caleb Mitchell  
8229 Sail Drive  
Evansville, IN 47715  
cmitchell@kcumb.edu  
618.384.6682

Caleb Hughes  
104 April Avenue  
Carmi, IL 62821  
Caleb\_Hughes9@yahoo.com  
812.484.4870



## **ARTICLE VI**

### **Officers**

The Bylaws shall provide for such offices and committees as are necessary for the proper administration of the corporation's activities. The officers of the corporation will be elected for such term and in such manner as is provided in the Bylaws.

## **ARTICLE VII**

### **Bylaws**

The Bylaws for the corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

## **ARTICLE VIII**

### **Limitation of Director Liability and Indemnification**

The private property of the directors of the corporation shall be exempt from liability for any and all debts of the corporation. No director shall be personally liable to the corporation for monetary damages for breach of his duties as a director except for liability: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation; (B) for acts or omissions not taken in good faith or which involve intentional misconduct or are known to the directors to be a violation of law; or (c) for any transaction from which the director derived an improper personal benefit.

The corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors shall be specified in the Bylaws.

If the Kentucky Revised Statutes are amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or broadening the indemnification of any directors, then the liability or indemnification of a director of the corporation shall be eliminated, limited or broadened, as the case may be, to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## **ARTICLE IX**

### **Dissolution**

Dissolution will be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of, all liabilities of the corporation, dispose of all corporate assets to

such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the *time qualify* as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), or to such organizations described under Section 170(c)(1) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

#### **ARTICLE X Incorporator**

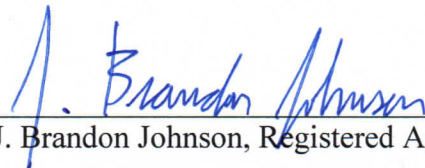
The name and mailing address of the Incorporator is: Jade Mitchell, 1100 Cherokee Road, Apt. 1, Louisville, Kentucky 40204.

Signed and acknowledged by the Incorporator in Louisville, Kentucky, this 24 day of June, 2014.


  
\_\_\_\_\_  
Jade Mitchell, Incorporator

#### **ARTICLE XI Consent of Initial Agent for Service of Process to Serve**

I, J. Brandon Johnson, having a principal place of business of 10345 Linn Station Road, Louisville, Kentucky 40223, agree to serve as registered office and agent for service of process of Stay Aggressive Stay Positive, Inc. on this 24 day of June, 2014

  
\_\_\_\_\_  
J. Brandon Johnson, Registered Agent

This instrument prepared by:

  
\_\_\_\_\_  
J. Brandon Johnson, Esq.  
Richardson & Richardson, P.S.C.  
10345 Linn Station Road  
Louisville, KY 40223