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Alison Lundergan Grimes Kentucky Secretary of State Received and Filed: 5/9/2013 3:21 PM

ARTICLES OF INCORPORATION

OF

BRING RESTORATION MINISTRIES, INC.

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

ARTICLE I

Name

The name of the corporation is Bring Restoration Ministries, Inc.

ARTICLE II

Registered Office and Agent

The street address of the initial registered office of the corporation in the Commonwealth of Kentucky is 409 North Jefferson Street, Princeton, Kentucky 42445.

The registered agent at the same address is Bryan E. Martin.

ARTICLE III

Principle Office

The mailing address of the principal office of the corporation is 409 North Jefferson Street, Princeton, Kentucky 42445.

ARTICLE IV

Initial Board of Directors

The number of directors constituting the initial board of directors is seven (7). The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Bryan E. Martin 409 North Jefferson Street

Princeton, Kentucky 42445

Toni A. Martin 409 North Jefferson Street

Princeton, Kentucky 42445

Teresa L. Scott 454 Briarfield Road

Princeton, Kentucky 42445

Denise M. Spence 5141 Rosemont Drive

Madisonville, Kentucky 42431

Tod D. Hill 33 Trotters Lane

Madisonville, Kentucky 42431

Philip McCoy 910 Hiawatha Drive

Madisonville, Kentucky 42431

Kathryn Kerlick 424 North Main Street Apartment 4

Madisonville, Kentucky 42431

ARTICLE V

Incorporator

The name and address of the incorporator is Bryan E. Martin, 409 North Jefferson Street, Princeton, Kentucky 42445.

ARTICLE VI

Members

The corporation shall have no members except as may be provided by the bylaws hereafter duly adopted by the directors.

ARTICLE VII

Officers

The bylaws shall identify and provide for the method of election or appointment of the officers of the corporation.

ARTICLE VIII

Bylaws

The bylaws of the corporation shall be adopted, and may be amended or repealed, by the board of directors.

ARTICLE IX

Charitable Purpose

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

ARTICLE X

Indemnification

Each person who is or was a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE XI

Limitation of Director Liability

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 in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or

C. For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so 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 XII

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 IX hereof.

ARTICLE XIII

Political Influence

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. Notwithstanding any other provisions 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV

Dissolution Clause

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for charitable, education, 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 the corresponding section of any future federal tax code. Any 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, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such tax-exempt purpose.

This the $\frac{944}{1}$ day of May, 2013.

Bryan E. Martin, Incorporato

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

I, Bryan E. Martin, having a primary address of 409 North Jefferson Street, Princeton, Kentucky 42445, hereby agree and consent to serve as registered agent for service of process of Bring Restoration Ministries, Inc.

This the 944 day of May, 2013.

Bryan E. What Bryan E. Martin, Incorporator