

ARTICLES OF INCORPORATION
OF
NEWTON'S ATTIC, INC.

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KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporator, for the purpose of forming a corporation under the Kentucky Nonprofit Corporation Act, KRS 273.161, et seq., does hereby execute the following Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation is NEWTON'S ATTIC, INC.

ARTICLE II

NOT-FOR-PROFIT: The corporation is a non-profit corporation as defined by the Kentucky Nonprofit Corporation Act, KRS 273.161, et seq. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers, or any other private persons, but 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 herein.

ARTICLE III

NON-STOCK BASIS: The corporation is organized and shall be operated on a non-stock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the corporation.

ARTICLE IV

PURPOSES AND POWERS: The corporation is exclusively organized, and shall be exclusively operated, for the following purposes:

A. To foster, promote, facilitate, improve, and enhance the teaching of the physical sciences in elementary and secondary schools;

B. To provide training, development, and continuing education courses to science teachers, including training in the use of specialized equipment, software, and systems and information about available resources for teaching physical science;

C. To provide supplemental teaching services for students, including performing demonstrations and experiments and tutoring in specialized science subjects;

D. To design, create, produce, and provide methods, materials, and facilities for use in teaching the physical sciences, including models, laboratory equipment, videotapes, animations, kits, computer programs, charts, drawings, and other instructional materials and devices of all kinds;

E. To cooperate with and assist school boards, parent and teacher organizations, and governmental agencies in the development of methods and materials for use in teaching the physical sciences;

F. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

The corporation may exercise all rights and powers conferred by the Kentucky Nonprofit Corporation Act, KRS 273.161, et seq., subject to the limitations set forth in these Articles and the Kentucky Nonprofit Corporation Act.

ARTICLE V

LIMITATIONS: Notwithstanding any other provision of these Articles, the corporation's activities, purposes, and powers are subject to the following limitations:

A. The corporation shall not carry on any activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax law) (the "Code") or, (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code;

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation;

C. The corporation shall not participate or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office;

D. The corporation shall not undertake any objectives or engage in any activities that would cause it to be characterized as an "action" organization within the meaning of the Code or applicable U.S. Treasury regulations; and

E. If the corporation is classified as a private foundation under Section 509 of the Code, then it shall also be subject to all requirements and restrictions imposed by KRS 273.400 and shall not do any act or thing which would cause it to be subject to private foundation excise taxes.

ARTICLE VI

MEMBERS: The corporation shall have one member. The sole member of the corporation shall be William C. Cloyd, IV.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of the corporation is 4390 Fort Springs Road, Lexington, Kentucky 40513; and the initial registered agent of the corporation at such address is William C. Cloyd, IV.

ARTICLE VIII

PRINCIPAL OFFICE: The mailing address of the principal office of the corporation where the executive offices are located is 4390 Fort Springs Road, Lexington, Kentucky 40513.

ARTICLE IX

DIRECTORS: The number of directors of the corporation shall be fixed by the bylaws, but shall at all times be not fewer than three (3). The names and addresses of the initial directors of the corporation, all of whom shall serve until the first annual meeting of the board of directors or until the first meeting called to elect the board of directors, are:

William C. Cloyd, IV	4390 Fort Springs Road Lexington, KY 40513
Frank Howard	2184 Garden Springs Drive Lexington, KY 40504
Jerry Alleyne	315 Scotts Ferry Road Versailles, KY 40383

Any director may be removed from office at any time, with or without cause, by action of the sole member. Such action shall be effective upon delivery of written notice thereof to the corporate officer designated by the board of directors to maintain the minutes and records of the corporation or at such later time as may be stated in the notice..

ARTICLE X

DIRECTOR LIABILITY: No director shall be personally liable to the corporation for monetary damages for breach of his or her 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 adoption of these Articles 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 XI

INDEMNIFICATION: The corporation shall indemnify each person who is or was a member, director or officer of the corporation, and such person's heirs, executors, administrators, and estate, against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, penalties, and amounts paid in settlement) incurred by such person in such person's capacity as or arising out of such person's status as a member, director, officer, or employee. However, no such person

shall be indemnified against any 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. 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 advanced if it shall be determined that the person is not entitled to indemnification.

If any indemnification payment required by this article is not paid by the corporation within ninety (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 Act or under this article, but it shall not be obligated to do so.

Repeal or modification of this article shall not affect any rights or obligations then existing.

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.

ARTICLE XII

DISTRIBUTION UPON DISSOLUTION: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all remaining assets of the corporation to such organization or 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 Code, as the board of directors shall determine.

ARTICLE XIII

INCORPORATOR: The name and address of the incorporator is:

Mark L. Moseley
P. O. Box 951
106 West Vine Street
Suite 800
Lexington, KY 40588-0951

SIGNED by the incorporator this 23rd day of July, 1998.

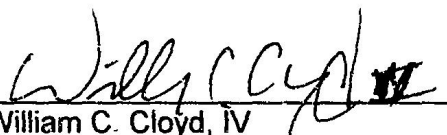


MARK L. MOSELEY

CONSENT OF INITIAL AGENT FOR SERVICE OF PROCESS

I, William C. Cloyd, IV, having a principal place of business at 4390 Fort Springs Road, Lexington, Kentucky 40513, consent to serve as the registered agent for service of process of Newton's Attic, Inc.

Date: July 24, 1998.


William C. Cloyd, IV

PREPARED BY:

MARK L. MOSELEY
LANDRUM & SHOUSE
P. O. Box 951
Lexington, KY 40588-0951
PHONE: 606/255-2424


Mark L. Moseley

Robert Evans

William M. ...

William ...

Henry ...

Victor ...

John ...

John P. Martin

Lynn ...

Sandra Mendez D'Avahare

Mark J. Hinkel

Dolores Dregliasco

John G. McNeill

R. Kent Westburn

J. Denis Ogburn

Jane Durkin Samuel

Douglas E. Hosts

Dave Whalen

Daniel F. Mueller

Stephen R. Crippell

Estill D. Banks II

R. Thad Keal

Steve E. Hester

Meagan ...

Carolyn ...

Joseph P. Hummel

Kathleen C. Deskins

Bradley C. Hooks

Charles Landrum, Jr
(1917-1990)

Of Counsel
Weldon Shouse

July 23, 1998

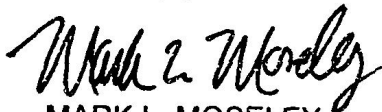
**Secretary of State
Corporate Records
Capitol Building
Frankfort, KY 40601**

Re: Newton's Attic, Inc.

Dear Sir/Madam:

Enclosed is an original and two copies of Articles of Incorporation for Newton's Attic, Inc., a non-profit corporation, along with the filing fee of \$8. Please file these documents in your office and return the stamped copies to me for filing in the county clerk's office.

Very truly yours,



**MARK L. MOSELEY
Lexington Office
Telephone Extension 224**

**MLM/akf
Enclosures**

