

ARTICLES OF INCORPORATION
OF
Bully Free Initiatives, Inc.,
a Kentucky non-profit corporation

The undersigned incorporator executes these articles of incorporation for the purpose of forming and does hereby form a nonprofit corporation (the "Corporation") under the laws of the Commonwealth of Kentucky, KRS 273.161 et seq., in accordance with the following provisions.

ARTICLE I - Name. The name of the Corporation is Bully Free Initiatives, Inc.

ARTICLE II – Purposes, Powers and Dissolution.

a. The purpose of the Corporation is to provide materials and training to organizations to prevent and stop bullying.

b. The 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 corresponding section of any future federal tax code.

c. 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 the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

d. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by KRS Chapter 273.

e. Dissolution. Upon the dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Circuit Court in 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 III - Registered Office and Registered Agent. The street address of the initial registered office of the Corporation is 262 Ironwood Drive, Murray, KY 42071. The name of the initial registered agent at that address is Allan Beane.

ARTICLE IV - Principal Office. The mailing address of the principal office of the Corporation is 262 Ironwood Drive, Murray, KY 42071.

ARTICLE V - Directors. The business and affairs of the Corporation shall be governed by a board of directors. The initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualify. A director may be removed from office by a unanimous vote of the other directors, with or without cause. The names and mailing addresses of the initial directors are:

Allan Beane
262 Ironwood Drive
Murray, KY 42071

Linda Beane
262 Ironwood Drive
Murray, KY 42071

Nancy Lovett
804 Nancy Drive
Murray, KY 42071

ARTICLE VI – Incorporator. The name and address of the incorporator is:

Allan Beane
262 Ironwood Drive
Murray, KY 42071

ARTICLE VII – Members. The Corporation shall have no members.

ARTICLE VIII – Officers. The bylaws shall identify and provide for the method of election or appointment of the officers of the Corporation.

ARTICLE IX – Bylaws. Bylaws of the Corporation shall be adopted, and may be amended or repealed, by the board of directors.

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.

Signed by the incorporator(s) at Murray, Kentucky, May 16, 2012.


Allan Beane

STATE OF KENTUCKY
COUNTY OF CALLOWAY

The foregoing Articles of Incorporation of Bully Free Initiatives, Inc. were acknowledged before me this 16th day of May, 2012 by Allan Beane, Organizer on behalf of the Corporation.


Notary Public
My Commission Expires: 3-12-13


CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Ch 273, the undersigned, as the initial registered agent identified in Article IV of the Articles of Incorporation of Bully Free Initiatives, Inc., hereby consents to serve Bully Free Initiatives, Inc. in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Nonprofit Corporation Act.


Allan Beane

STATE OF KENTUCKY
COUNTY OF CALLOWAY

The foregoing Consent of Registered Agent was acknowledged, subscribed and sworn to before me this 16th day of May, 2012 by Allan Beane.


Notary Public
My Commission Expires: 3-12-13

This instrument prepared by:

Haverstock, Bell & Pitman
211 South 12th Street
P.O. Box 1075
Murray, KY 42071
(270) 753-1694


Gerald Bell