

**ARTICLES OF INCORPORATION
OF
THE WEST POINT KENTUCKY HISTORY MUSEUM, INC.**

The undersigned incorporator hereby executes these Articles of incorporation for the purpose of forming and does hereby form a non-profit corporation, pursuant to KRS 273.161, et seq., in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation shall be **The West Point Kentucky History Museum, Inc.**

ARTICLE II

Purposes and Powers

- (A) The West Point Kentucky History Museum, Inc. is organized and operated exclusively for educational purposes. In carrying out its corporate purposes, the corporation shall have all powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.
- (B) In furtherance of the general purposes in paragraph (A), the particular purposes of the corporation are to collect and preserve objects and records relating to the City of West Point, Kentucky and to interpret and preserve objects and records relating to the City of West Point, Kentucky through exhibition, programs, and publications. The corporation shall provide for the planning and implementation of educational programs to benefit the larger community, and raise funds through donations, grants, and other fund raising means to support the corporation's activities.

ARTICLE III

Initial Directors

The business and affairs of the corporation shall be governed by a Board of Directors. The number constituting the initial Board of Directors is five (5). The initial Board of Directors shall serve until the first annual meeting of the representatives of the corporation, or until their successors are elected and qualified. The number of directors thereafter shall be as the by-laws of the corporation may, from time to time, provide. The names and mailing addresses of the persons who are to serve as the initial Board of Directors are as follows:

Christina Lueken	1126 Eastern Parkway	Louisville, Kentucky 40217
Roszelle Moore	1006 Main Street	West Point, Kentucky 40177
Constance Morris	16706 Dixie Highway	West Point, Kentucky 40177
Janna Baldrige	PO BOX 432	West Point, Kentucky 40177
Leslie Dawson	640 Rineyville-Big Spring Road	Radcliff, Kentucky 40160

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the corporation in the Commonwealth of Kentucky is 508 Elm Street, West Point, Kentucky 40177, and its initial registered agent shall be Christina Lueken whose address is 1126 Eastern Parkway, Louisville Kentucky 40217.

ARTICLE V

Principal Office

The mailing address of the corporation's principal office is 1006 Main Street, West Point, Kentucky 40177.

ARTICLE VI

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, 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 reasonable 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; 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 a person, or if such indemnification would be prohibited by law. Any repeal or modification of this Article VI shall not affect any rights or obligations then existing. If any indemnification payment required by this Article VI 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 under the Kentucky Nonprofit Corporations Acts or under this Article VI, but it shall not be obligated to do so. The indemnification provided by this Article VI 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 the members of the Board of Directors, or otherwise. If this Article VI 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 VI not determined to be invalid or by any other applicable law.

ARTICLE VII

Limitation of 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 in violation of law; or
- (C) For any transaction from which the director devised an improper benefit. If the Kentucky Revised Statutes are amended after of 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 VII shall not adversely affect any right or protection of a director of a corporation existing at the time of such repeal or modification.

ARTICLE VIII

Nonprofit Status

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 provision 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 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 IX

Dissolution

Upon the dissolution of the corporation, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(d)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction 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 and operated exclusively for such purposes.

ARTICLE X

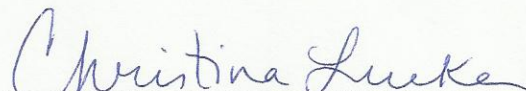
Incorporator

The name and address of the incorporator is Christina Lueken, 1126 Eastern Parkway,
Louisville, Kentucky 40217.

CONSENT OF REGISTERED AGENT

I, Christina Lueken, do hereby agree and consent to serve as the registered agent for
service of process of The West Point Kentucky History Museum, Inc. until such time as such
appointment is terminated or resignation is received in accordance with the Kentucky Non-Profit
Corporations Act, as of this 5th day of April, 2012.


IN TESTIMONY WHEREOF, witness the hand of the incorporator of The West Point Kentucky
History Museum, Inc. on this the 5th day of April, 2012.


Christina Lueken, Incorporator

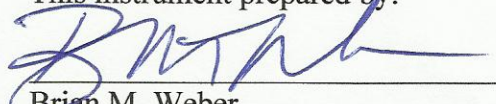
STATE OF KENTUCKY)
COUNTY OF BULLITT)

The foregoing Articles of Incorporation were acknowledged before me on this 5th day of
April, 2012, by Christina Lueken as Incorporator of The West Point Kentucky History Museum
to be her free act and deed.

My Commission expires: 7/19/2014 Notary ID: 424117


Notary Public

This instrument prepared by:


Brian M. Weber
Attorney & Counselor at Law, PLLC
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Louisville, Kentucky 40229
502-615-0490