

# ARTICLES OF INCORPORATION

OF

Mpruv U Inc.

**0915592.09**

mstratton  
NAOI

**Alison Lundergan Grimes**  
**Kentucky Secretary of State**  
Received and Filed:  
3/3/2015 8:49 AM  
Fee Receipt: \$8.00

The undersigned, a natural person over the age of eighteen years, hereby certifies as follows:

## ARTICLE I — NAME

The name of the corporation is Mpruv U Inc., (hereinafter referred to as the "Corporation")

## ARTICLE II — REGISTERED OFFICE ADDRESS

The principal office of the Corporation is to be located at 5012 Flora Springs Circle. The name and address in the Corporation's initial agent for service of process is: Mpruv U Inc. 5012 Flora Springs Circle, Louisville, KY 40299.

## ARTICLE III — PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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. The specific purposes of the Corporation is to inspire hope and contribute to healthier lives by serving communities through the promotion of fitness, nutrition, and holistic wellbeing. Notwithstanding anything herein to the contrary, the purposes of this corporation are limited to exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation.

## ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. 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 Third hereof.
2. 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.
3. 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 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 V — DURATION / DISSOLUTION

The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(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 organized and operated exclusively for such purposes.

## ARTICLE VI — TITLES

Incorporator	Stephanie Lackey	5012 Flora Springs Circle, Louisville, KY
Registered Agent	Stephanie Lackey	5012 Flora Springs Circle, Louisville, KY
Director	Bertha Johnson	620 West Evelyn Ave, Louisville, KY
Director	Rhonda Johnson Fleming	6412 Bardstown Rd, Louisville, KY
Director	Verna Goatly	220 North Longworth Ave, Louisville, KY
Director	Reese Carr	2221 Oak Street, Louisville, KY

## VII--Recognition of exemption under section 501(c)(3)

Articles of Incorporation of Mpruv U Inc. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Mpruv U Inc., do hereby certify:

First: The name of the Corporation shall be Mpruv U Inc.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Louisville, Jefferson County.

Third: 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.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name: Stephanie Lackey Address: 5012 Flora Springs Circle, Louisville, KY 40299

Fifth: 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 Third 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 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 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.

(If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph:

"Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.")

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(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 organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have subscribed my name this 25 day of February 2015.

  
Name, Incorporator