

**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF RACING, INC.**

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<b>Michael G. Adams</b> <b>Kentucky Secretary of State</b> Received and Filed: 7/12/2023 4:05 PM Fee Receipt: \$8.00	

The undersigned Incorporator executes these Articles of Incorporation (the “Articles”) for the purpose of forming, and does hereby form, a non-profit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

**Article I**

The name of the non-profit corporation is FRIENDS OF RACING, INC. (the “Corporation”).

**Article II**

The Corporation is organized as a non-stock, non-profit company. In carrying out its corporate purposes, the Corporation shall have all the powers allowed by Kentucky Revised Statutes 273.161 *et seq.* (the “Kentucky Nonprofit Corporation Act”).

**Article III**

The Corporation is organized and shall be operated for the making of independent expenditures to support or oppose Kentucky campaigns pursuant to rules promulgated by the Kentucky Registry of Election Finance. The Corporation is structured as a "political organization" under the Internal Revenue Code (26 U.S.C. § 527).

**Article IV**

The street address of the Corporation’s initial registered office is **201 East Main Street, Suite 900 Lexington, KY 40507**. The name of the Corporation’s initial registered agent at that address is **MMLK, Inc.**

**Article V**

The mailing address of the Corporation’s principal office is 6844 Bardstown Road, Unit #2213, Louisville, Kentucky 40291.

**Article VI**

The name and mailing address of the Incorporator is Vince Gabbert, 201 East Main Street, Suite 900, Lexington, Kentucky 40507.

**Article VII**

The Corporation will have no Members. The Corporation shall be governed by a Board of Directors consisting of not less than three (3) Directors, the exact number, the voting rights, and the terms of each to be set in the manner provided for in the Bylaws of the Corporation (the “Bylaws”). The initial Board of Directors of the Corporation shall consist of three persons who shall serve until the first annual election of Directors or until their successors are elected and qualify as provided in the Bylaws. The names and mailing addresses of the Directors are:

**Case Clay**  
**824 Euclid Ave, Suite A-201**  
**Lexington, Kentucky 40502**

**Lindy Karns**  
**250 W. Main Street, #2900**  
**Lexington, KY 40507**

**Adrian Wallace**  
**P.O. Box 3995**  
**Midway, KY 40347**

### **Article VIII**

The Bylaws shall provide for such offices and committees as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws.

### **Article IX**

The Bylaws for the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

### **Article X**

The private property of the Directors of the Corporation shall be exempt from liability for any and all debts of the Corporation.

### **Article XI**

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors may be specified in the Bylaws.

### **Article XII**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation in a manner consistent with the requirements set forth by the Kentucky Registry of Election Finance.

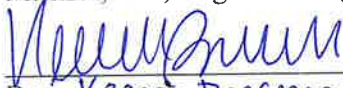
**SIGNED AND ACKNOWLEDGED** by the Incorporator at Lexington, Kentucky, this 12 day of July, 2023.

  
\_\_\_\_\_  
Vince Gabbert, Incorporator


**WRITTEN CONSENT OF INITIAL REGISTERED AGENT**

The undersigned, MMLK, Inc., a Kentucky corporation, hereby consents to serve as initial registered agent of the Corporation, this 12<sup>th</sup> day of July, 2023.

MMLK, Inc., Registered Agent

  
\_\_\_\_\_  
By: Keegan Boarman  
Title: Authorized Representative

**THIS INSTRUMENT PREPARED BY:**

  
\_\_\_\_\_  
Vince Gabbert, Esq.

**McBRAYER PLLC**  
201 East Main Street, Suite 900  
Lexington, Kentucky 40507

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