

0834995.09 bschell
AMD
Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
9/18/2012 2:53 PM
Fee Receipt: \$16.00

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
BOYLE COUNTY YOUTH FOOTBALL LEAGUE, INC.**

Pursuant to KRS 273, the BOYLE COUNTY YOUTH FOOTBALL LEAGUE, INC., hereby submits the following Amended and Restated Articles of Incorporation to the Secretary of State for filing. The Amendments to the Articles of Incorporation were voted on and approved unanimously by the Board of Directors at a meeting on September 6, 2012, pursuant to the power to amend the Articles of Incorporation in KRS 273.261. The corporation has no members entitled to vote, therefore the amendments were voted on by the Board of Directors.

ARTICLE I

The name of the corporation is the BOYLE COUNTY YOUTH FOOTBALL LEAGUE, INC., (the “corporation”) by which name it shall be known and conduct its’ business. The corporation duration shall be perpetual.

**ARTICLE II
PURPOSE**

The organization is organized exclusively for charitable, religious, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The nature of the business to be conducted by the Boyle County Youth Football League, Inc. shall be dedicated to the promotion and sponsorship of Boyle County youth football and cheerleading, and its’ principal purposes are to (a) provide opportunities for Boyle County youth to participate in football and cheer activities; (b) teach and train Boyle County youth in football and cheer skills; (c) promote sportsmanship and develop leadership; (d) develop physical fitness and mental alertness; and (e) provide an enjoyable recreational activity. The corporation shall have the right to receive charitable contributions and to use and distribute them in accordance with these purposes.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name of the Registered Agent is GLENN “BINKY” KERBAUGH, and the street address of the Corporation’s Registered Office in Kentucky is 132 North 2nd Street, Danville, Kentucky 40422. The registered agent and registered office remain unchanged from the original Articles of Incorporation.

**ARTICLE IV
PRINCIPAL OFFICE**

The mailing address of the corporation's principal office is 132 North 2nd Street, Danville, Kentucky 40422. The principal office remains unchanged from the filing of the original Articles of Incorporation.

**ARTICLE V
DIRECTORS**

The current Board of Directors, names and addresses are as follows:

1. Steve Bramel, 132 North 2nd Street, Danville, KY 40422.
2. Josh Morgan, 132 North 2nd Street, Danville, KY 40422.
3. Billie Jo Graves, 132 North 2nd Street, Danville, KY 40422.
4. Lori Anne Clark, 132 North 2nd Street, Danville, KY 40422.
5. Larry French, 132 North 2nd Street, Danville, KY 40422.
6. Alec Russell, 132 North 2nd Street, Danville, KY 40422.
7. Paul Dean, 132 North 2nd Street, Danville, KY 40422.

ARTICLE VI

The corporation may adopt a corporate seal, and it has the power to contract and be contracted with, to sue and be sued, and it may receive, accept, purchase or acquire and hold in any other lawful manner real and personal property, and it may dispose of same by gift, deed, or in any other lawful manner, for the benefit of the corporation or any other cause or causes of a religious, educational, or charitable nature; and shall further have all powers provided by KRS 273.171, et. Seq., and other applicable law.

Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

ARTICLE VII

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any director. The balance, if any, of all money received by the corporation from its operations after the payment in full of all debts and obligations of the corporation, of whatsoever kind and nature, shall be used and distributed exclusively for charitable, scientific, and educational purposes.

ARTICLE VIII

Directors of the corporation shall not be personally liable for any debt or obligation solely by reason of being directors.

**ARTICLE IX
INCORPORATOR**

The original incorporator was Legalzoom.com Inc., 101 N. Brand Blvd, 10th Floor, Glendale, CA 91203.

ARTICLE X

The corporation formed hereby shall have no capital stock, and shall have no members.

ARTICLE XI

No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE XII
INDEMNIFICATION**

Each person who is or was a director, member, 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 director, member, trustee or officer, of another corporation, whether elected or appointed, including the heirs, administrators or executors, 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 or officer, or employee and 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 under the Kentucky Nonprofit Corporation Acts or under this article but it shall not be obligated to do so. The indemnification provided in this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or thereafter acquire under any bylaw, agreement, statute, vote of members or board of directors or otherwise. If this article or any portion thereof invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each 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 XIII 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 interest 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 where 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 personal liability of directors, then the liability of the directors of the corporation, then the liability of a director of the corporation shall 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 XIV TERMINATION AND DISTRIBUTION OF ASSETS

Upon the dissolution of this organization, 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 so disposed of shall be disposed of by a Court of Competent jurisdiction of the county in which the principal office of the organization 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 XV
RIGHT TO AMEND**

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the Commonwealth of Kentucky and the by-laws of the corporation.

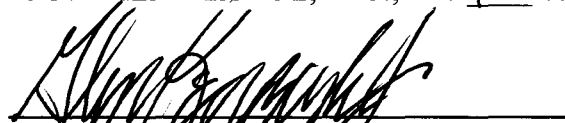
EXECUTED this 13 day of September, 2012.



STEVE BRAMEL
PRESIDENT AND DIRECTOR

REGISTERED AGENT

I, Glenn "Binky" Kerbaugh, agree to continue to serve as the initial Registered Agent for the BOYLE COUNTY YOUTH FOOTBALL LEAGUE, INC., this 30th day of September, 2012.



GLENN "BINKY" KERBAUGH
REGISTERED AGENT