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Alison Lundergan Grimes
Kentucky Secretary of State
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jjARTICLES OF INCORPORATION
RICHMOND FLYING SQUIRRELS TRAVEL
BASEBALL TEAMS OF KENTUCKY, INC
A NON-PROFIT CORPORATION

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

ARTICLE I

The name of the corporation is RICHMOND FLYING SQUIRRELS TRAVEL
BASEBALL TEAMS OF KENTUCKY, INC.

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable and educational purposes, to foster national and international amateur athletic competition and to support and develop amateur athletes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the IRS code or the corresponding section of any future federal tax code.

ARTICLE III

The name of the registered agent is [Brian Cook]

ARTICLE IV

The mailing address of the corporation's principal office is [2480 Coroneo Lane,
Lexington, Ky, 40509]

ARTICLE V

The number of directors constituting the initial board of directors is [INSERT # NEEDS
TO BE AT LEAST 3], being:

[INSERT NAME AND ADDRESS OF EACH BOARD MEMBER]

1. Brian Cook 2480 Coroneo Lane, Lexington, Ky, 40509
2. Sommer Cook 2480 Coroneo Lane, Lexington, Ky, 40509
3. Donnie Proffitt 113 Welsh Dr, Richmond Ky, 40475
4. Kimberly Proffitt 113 Welsh Dr, Richmond Ky, 40475

ARTICLE VI

The name and address of the incorporator is Sommer Cook, [2480 Coroneo Lane, Lexington, Ky, 40509].

ARTICLE VII

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 purpose set forth herein.

No substantial part of the activities of the corporation shall be the carrying of the 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 501(c)(3) of the IRS Code or the corresponding section of any future federal income tax code or, by corporation, contributions to which are deductible under section 170(c)(2) of the IRS Code or the corresponding section of any future federal tax code or any other provisions of these articles this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

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 IRS 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, or for public purpose. Any such assets not so distributed 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 organizations as said court shall determine.

ARTICLE IX

No director shall be personally liable to the corporation for monetary damages for breach of his or her duties as 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;
- c. for any transaction from which the director derives an improper personal benefit.

ARTICLE X

The corporation shall indemnify each person who is or was a member, director or officer of the corporation and such person's heirs, executors, administrators and estate against any liability, and the reasonable cost or expense, including attorney fees, monetary or other judgments, fines, penalties and amounts paid in settlement incurred by such person in such person's capacity as or arising out of such person's status as a member, director, officer or employee or out of such person's act or omissions on behalf of the corporation. However, no such person shall be indemnified against any 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 delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts advanced if it shall be determined that the person is not entitled to indemnification.

If any indemnification payment required by this article is not paid by the corporation within ninety (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 Act or under this article, but shall not be obligated to do so.

Repeal or modification of this article shall not affect any rights or obligations then existing.

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.

This application will be effective upon filing, unless a delayed effective date and/or time is provided. This effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is 3/19/2015.

Sommer L Cook
Signature of Incorporator

Sommer L. Cook Director
Print Name/Title

3/19/2015
Date

I, Richard B Cook, residing at 2480 Coronet, do hereby consent to act as registered agent.

Lexington Ky 40509

Richard B. Cook
Name, Registered Agent