

ARTICLES OF INCORPORATION

OF

THE TOMMY ELLIOTT FUND, INC.

ARTICLE I

Name

The name of the corporation is The Tommy Elliott Fund, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, are as follows:

(a) The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). The Corporation shall receive contributions and fees, and shall distribute its funds for public, educational, religious, and/or charitable purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts (the "Act"), KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (a), (b), (c) and, if applicable, (d) of this Article II.

(b) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation and the Corporation is not empowered to participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(c) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) Any other provision of these Articles to the contrary notwithstanding, this Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

(e) The primary charitable purpose of the Corporation is to build community leaders.

ARTICLE III

Initial Registered Office and Agent

The mailing address of the Corporation's initial registered office is 6100 Regal Springs Drive, Louisville, Kentucky 40205. The name of its initial registered agent at that address is Maryanne Elliott.

ARTICLE IV

Principal Office

The mailing address of the Corporation's principal office is 6100 Regal Springs Drive, Louisville, Kentucky 40205.

ARTICLE V

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members nor more than eighteen (18) members, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall be four (4) in number, as follows:

Maryanne Elliott	Nicole Yates	Leslie Geoghegan
6100 Regal Springs Drive	6100 Regal Springs Drive	6100 Regal Springs Drive
Louisville, Kentucky 40205	Louisville, Kentucky 40205	Louisville, Kentucky 40205

Greg Fischer
6100 Regal Springs Drive
Louisville, Kentucky 40205

Each Director shall continue as Director as provided in the Bylaws.

ARTICLE VI

Duration

The Corporation shall have perpetual existence.

ARTICLE VII

Members

The Corporation shall have such members with such voting rights as set out in the Bylaws.

ARTICLE VIII

Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any organization in which any of its Directors is an owner, Director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

ARTICLE IX

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after payment or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to such organization(s) as shall at the time qualify as exempt under Code Section 501(c)(3) and have purposes similar or complementary to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Jefferson County, Kentucky, as described in this Article IX.

ARTICLE X

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 a violation of law; or
- (c) For any transaction from which 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 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 shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

Amendment of Articles

These Articles may be amended as provided in the Corporation's Bylaws.

ARTICLE XII

Incorporator

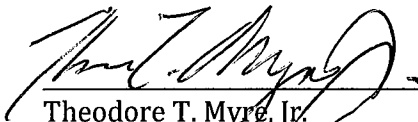
The name and mailing address of the incorporator is:

Maryanne Elliott
6100 Regal Springs Drive
Louisville, Kentucky 40205

The Tommy Elliott Fund, Inc.

By: Maryanne Elliott
Maryanne Elliott, Incorporator

This Instrument Prepared By:


Theodore T. Myre, Jr.
Wyatt, Tarrant & Combs
400 West Market Street, Suite 2000
Louisville, Kentucky 40202
(502) 562-7278

**Consent of Initial Agent to Serve as
Registered Agent for Service of Process**

Maryanne Elliott, having a principal place of business at 6100 Regal Springs Drive, Louisville, Kentucky 40205, hereby agrees and consents to serve as registered agent for service of process for The Tommy Elliott Fund, Inc.

Maryanne Elliott

Maryanne Elliott

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