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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF INCORPORATION OF
COMPASS FOUNDATION OF KY, INC.

A Kentucky Non-Stock, Non-Profit Corporation

For purposes of forming a nonprofit Corporation in Kentucky pursuant to KRS Chapter 273, the undersigned incorporators adopt the following Articles of Incorporation and submit same to the Secretary of State for filing:

ARTICLE I: NAME

The name of the Corporation is Compass Foundation of Ky, Inc.

ARTICLE II: DURATION

The Corporation shall have perpetual duration.

ARTICLE III: PURPOSES AND POWERS

(A) The corporation is organized and operated exclusively for charitable or educational purposes. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

(B) In furtherance of the general purposes of paragraph (A), the particular purposes of the corporation are: to provide for no cost psychological testing for residents of rural Kentucky; to raise mental health awareness and awareness of services;

ARTICLE IV: MEMBERS

Members of the coalition shall be those persons who complete the Compass Foundation of Ky, Inc. Membership Agreement. Members may nominate persons to serve on the board of directors of the corporation. Members are not entitled to vote on the affairs of the corporation.

ARTICLE V: BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of no less than three persons and no more than 15 persons. Elections of the Board of Directors shall be conducted in accordance with the Bylaws of the Corporation, as amended from time to time by the Board of Directors. The initial Board of Directors shall consist of five (5) persons, whose names and addresses are as follows:

1. Dr. John L. Cecil, Ph.D., 351 Burning Fork Rd., Pikeville, Ky 41501
2. Aundrea N. Cecil, 351 Burning Fork Rd., Pikeville, Ky 41501
3. Dr. Emily E. Skaggs, Psy.D., 501 Darby Creek Rd., Ste. 41, Lexington, Ky 40509
4. Chase Ingram, 259 Pauley Hollow, Forest Hills, Ky 41527
5. James Richard Tanner Hesterberg, P.O. Box 2016, Prestonsburg, Ky 41653

ARTICLE VI: EARNINGS AND ACTIVITIES

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer, Director or other private person or entity (other than bona fide distributions to other exempt non-profit organizations qualified as a public charity under Section 501(c)(3) of the Internal Revenue Code or to a governmental body), except for the authorized payment of reasonable compensation for actual services rendered, and any such payments shall be in furtherance of the purposes set in Article III above and approved by the Board of Directors.

B. No substantial part of the activities of the Corporation shall involve (1) distributing or disseminating propaganda, or (2) attempting to influence legislation by lobbying. In no event shall the Corporation fund or have participation in the publication of advertisements in any media relating to any political party or campaign on behalf of or in opposition to any candidate for federal, state or local public office. The Corporation shall not carry on any activities not permitted for an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding future federal tax code provisions, or by a Corporation to which charitable contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding future federal tax code provisions.

ARTICLE VII: INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent of the Corporation is: Dr. John L. Cecil, Pd.D.
351 Burning Fork Rd.
Pikeville, Ky 41501

ARTICLE VIII: PRINCIPAL OFFICE

The mailing address and street address of the Corporation's principal office is: 351 Burning Fork Rd., Pikeville, Ky 41501.

ARTICLE IX: BYLAWS

The Board of Directors shall have authority to adopt, amend or repeal bylaws or adopt new bylaws from time to time, by vote of a majority of the members of the Board at which a quorum is present after advance notice of at least two days of the full text of any proposed changes or additions has been given.

ARTICLE X: DISSOLUTION

Upon dissolution of the Corporation, its remaining assets shall first be applied to pay its lawful debts and creditors. Any remaining 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.

ARTICLE XI: INCORPORATOR(S)

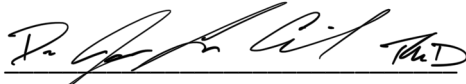

The name(s) and mailing address(es) of the incorporator(s) is/are as follows:

Dr. John L. Cecil, Pd.D.
351 Burning Fork Rd.
Pikeville, Ky 41501

Aundrea N. Cecil
351 Burning Fork Rd.
Pikeville, Ky 41501S

IN WITNESS WHEREOF, I declare under penalty of perjury under the laws of the State of Kentucky that the foregoing are true and correct, and that I have signed these Articles for the purpose of organizing the above nonprofit Corporation on this 17th day of September, 2015,

INCORPORATOR(S):

CONSENT OF REGISTERED AGENT

The undersigned consents to serve as the initial Registered Agent for Compass Foundation of Ky, Inc..



Prepared By:

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Attorney at Law
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P.O. Box 1746
Prestonsburg, KY 41653