

ARTICLES OF INCORPORATION  
OF  
FRIENDS FOR SKATEPARKS, LEXINGTON KY, INC.

Pursuant to the provisions of KRS 14A and KRS 273, et seq., the undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a nonprofit corporation:

ARTICLE I  
NAME

The name of the corporation is Friends for Skateparks, Lexington KY, hereinafter referred to as the Corporation.

ARTICLE II  
PURPOSE

- (1) Any provision of the Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, not engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of **ARTICLE II** of these Articles of Incorporation.
- (2) The Corporation is organized exclusively for charitable purposes, specifically to create public skateparks in the city of Lexington, Kentucky. These skateparks will be established within existing Parks & Recreation facilities, on land purchased or leased in the future by the Lexington-Fayette Urban County Government, on land donated to Friends for Skateparks, Lexington KY, or on land purchased or leased by Friends for Skateparks.
- (3) The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:
  - (a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for the promotion of social welfare within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”)(references herein to sections of provision of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections of any subsequent Federal tax laws), in such manner as is otherwise consistent with the restrictions imposed upon the Corporation of **ARTICLE III** hereof.
  - (b) In furtherance of, and at all time subject to the aforesaid purposes, the Corporation may:
    - (i) solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and sell, transfer, and otherwise dispose of any property it so acquires;
    - (ii) give, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation’s Board of Directors may from time to time determine;
    - (iii) take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the

- purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;
- (iv) accept gifts, bequest or devises of property of any kind which any individual, firm, corporation or other entity may make to the corporation, upon the terms, trusts and conditions set forth in the deed of gift, will or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation
  - (v) do any any all things which the Corporation's Board of Directors may determine, consistent with the provision hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 501(c)(3) of the Code.

### ARTICLE III RESTRICTIONS

This Corporation is not organized for profit, and no part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private person. Notwithstanding any other provision of these articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. Further, in the event the Corporation shall be classified as a private foundation as defined in Section 509 of the Internal Revenue Code of 1986, as amended ("the Code"), the Corporation shall be subject to the restrictions, limitations, and conditions set forth in KRS 273.400, et seq.

### ARTICLE IV DISSOLUTION

Upon the 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 of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operate exclusively for such purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of by the district court of the county in which the principal office of the Corporation 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 V STOCK

The Corporation shall not have nor issue shares of stock.

## ARTICLE VI DIRECTORS

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The qualifications, term of office, method of appointment or election, powers, authority, and duties of the Directors of the Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of the Kentucky Nonprofit Corporation Acts and the Corporation's Articles of Incorporation shall be specified in the By-Laws of the Corporations, as such By-Laws may be amended from time to time.

## ARTICLE VII LIABILITY OF DIRECTORS AND OFFICERS

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed acting, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, or agent of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporations, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to produce a judgment in its favor by reason of the fact that he or she is or was a director, officer, or agent of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine

- upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
3. To the extent that a person, who is or was a director, officer, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, the Corporation shall indemnify him or her against expenses (including attorney fees) actually and reason by him or her in connection herewith.
  4. Any indemnification under Section 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person involved is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination may be made by the Board of Directors by a majority vote of a quorum thereof consisting of directors who were no parties to such action, suit, or proceeding.
  5. With respect to a person who is indemnifies by the Corporation pursuant to this Article, the Corporation may pay expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding referred to in Section 1 and 2 of this Article in advance of the final disposition of such action, suit, or proceeding and is authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the person involved to repay such amount unless it shall ultimately be determined he or she is entitled to be indemnified by Corporation.
  6. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which an indemnified person may be entitled under any other provisions of the Bylaws of the Corporation or otherwise, both as to act in his or her official capacity and as to action in another capacity and shall inure to the benefit of the heirs, successors and assigns of such person.
  7. The Corporation shall have the power to purchase and maintain insurance on behalf of itself against any part of any liability arising under the indemnification provided in this Article and on behalf of any person who is or was a director, officer, or agent of the Corporation, against all or any part of any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation has indemnified him or her against such liability under the provisions of this Article.

#### ARTICLE VIII REGISTERED OFFICE AND AGENT

Until otherwise changed, the initial registered office of the Corporation shall be at 10 Quality Street, Lexington, KY 40507. The name of the initial registered agent at such address is Jonathan Ware.

ARTICLE IX  
PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is PO Box 363, Lexington, KY 40588-0363.

ARTICLE X  
BOARD OF DIRECTORS

The initial Directors of the Corporation shall be:

Jonathan Ware  
10 Quality St.  
Lexington, KY 40507

David Wu  
765 Stallion Run  
Lexington, KY 40511

Ben Marsico  
754 Della Dr.  
Lexington, KY 40504

Elizabeth Chatterton  
3401 Oak Point Court  
Lexington, KY 40515

ARTICLE XI  
INCORPORATOR

The name and mailing address of the incorporator is Jonathan Ware, 10 Quality Street Lexington, KY 40507.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name as  
Incorporator as of the 28th day of AUGUST, 2011.

Incorporator

  
JONATHAN WARE