

**ARTICLES OF INCORPORATION**  
**OF**  
**KINGS HAMMER ACADEMY, INC.**

The undersigned individual, desiring to form a nonprofit corporation in accordance with Section 273.161, et seq., of the Kentucky Revised Statutes, does hereby certify as follows:

FIRST. The name of the corporation shall be KINGS HAMMER ACADEMY INC. (the "Corporation").

SECOND. The Corporation is organized exclusively for charitable, educational and religious purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code"). The specific purposes of the Corporation are to promote the development of youth soccer in the Greater Cincinnati and Northern Kentucky area by providing quality leadership, coaching and developmental programs for area players and coaches and to conduct any activities consistent with such purposes, the nonprofit corporation laws of the Commonwealth of Kentucky and Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

THIRD. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or any other private individual or entity, 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 purposes set forth in the Second Article hereof. No substantial part of the activities

of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code. The Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FOURTH. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation equally between the Greater Cincinnati Soccer Club, Inc. and Kings Community Fund, Inc., if at the time of distribution, both Greater Cincinnati Soccer Club, Inc. and Kings Community Fund, Inc. are organizations described in Section 501(c)(3) of the Code. If one of the organizations is not then an organization described in Section 501(c)(3) of the Code, then all of the assets of the Corporation shall be distributed to the other organization which is described in Section 501(c)(3) of the Code. If both of the organizations are not then organizations described in Section 501(c)(3) of the Code, then the assets of the Corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations,

as said court shall determine, which are organized and operated exclusively for such purposes.

FIFTH. The initial registered office of the Corporation shall be 250 Grandview Drive, Suite 500, Ft. Mitchell, Kentucky 41017, and the initial registered agent of the Corporation shall be Carlo Wessels at such address.

SIXTH. The principal office of the Corporation shall be at 1018 Town Drive, Wilder, Kentucky 41076.

SEVENTH. The initial Board of Directors shall consist of four (4) Initial Directors who are to serve as Initial Directors until their successors are elected and qualify as provided in the Bylaws of the Corporation. The names and addresses of these Directors are as follows:

Jeff Berding  
1018 Town Drive  
Wilder, Kentucky 41076

Diego Vallota  
1018 Town Drive  
Wilder, Kentucky 41076

Jeremy Robertson  
1018 Town Drive  
Wilder, Kentucky 41076

JT Roberts  
1018 Town Drive  
Wilder, Kentucky 41076

EIGHTH. The name and address of the sole Incorporator of this Corporation is as follows:

Carlo Wessels

250 Grandview Drive, Suite 500  
Ft. Mitchell, Kentucky 41017

IN WITNESS WHEREOF, I have signed these Articles this \_\_\_\_ day of \_\_\_\_\_,  
2012.

\_\_\_\_\_  
Carlo Wessels, Incorporator

I, Carlo Wessels, consent to serve as the registered agent on behalf of the  
Corporation.

\_\_\_\_\_  
Carlo Wessels, Registered Agent