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Trey Grayson  
Secretary of State  
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01/19/2007 12:38:10 PM  
Fee Receipt: \$8.00

ARTICLES OF INCORPORATION  
OF  
OHIO COUNTY EAGLES BOOSTER, INC.

LODGED FOR  
RECORD  
AM PM 12:40

JAN 24 2007

A Kentucky Nonprofit, Nonstock Corporation

BESS T. RALPH  
CLERK  
Ohio County Kentucky

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The undersigned, Brian Decker, acting as a sole incorporator of a nonprofit, nonstock corporation organized under and pursuant to the provisions of Kentucky Business Corporation Act, Kentucky Revised Statutes Chapter 273, and adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Ohio County Eagles Booster, Inc., (hereinafter referred to as "Corporation").

ARTICLE II

The purpose or purposes for which the Corporation is organized is to support and assist the academic and athletic programs of the Ohio County Schools and to do any and all things consistent therewith.

ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The street address of the initial registered office of the Corporation is 315 East Union Street, P. O. Box 70, Hartford, Kentucky 42347, and the name of the registered agent at such address is Brian Decker.

ARTICLE V

The mailing address of the Corporation's principal office is 315 East Union Street, P. O. Box 70, Hartford, Kentucky 42347.

ARTICLE VI

The names and mailing addresses of the members of the initial Board of Directors of the Corporation are:

Linda Cox  
612 Broad Street  
Beaver Dam, Kentucky 42320

Patti Karn  
536 Crane Pond Road  
Philpot, Kentucky 42366

Jody Flener  
2146 Dan Road  
Horse Branch, Kentucky 42349.

RETURN TO

County Clerk

727  
**ARTICLE VII**

The name and address of the sole incorporator is Brian Decker, 315 East Union Street, P. O. Box 70, Hartford, Kentucky 42347.

**ARTICLE VIII**

No part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation, or to any private individual, except that the Corporation shall be authorized and empowered (1) to pay reasonable compensation for services rendered, and (2) to make payments and distributions in the furtherance of its charitable purposes. No officer or director of the Corporation, or any private individual, shall be entitled to share in the distribution of the Corporation's assets on dissolution of the Corporation.

**ARTICLE IX**

No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE X**

The corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") or any corresponding provisions of any subsequent federal tax laws.

**ARTICLE XI**

Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under § 5019(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

**ARTICLE XII**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the 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 operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of 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 organization or

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

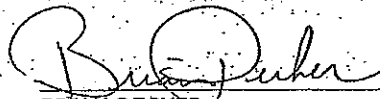
ARTICLE XIII

Membership in the Corporation shall be as provided by the By-laws of the Corporation, though said By-laws may provide for no members as authorized by KRS 273.187.

ARTICLE XIV

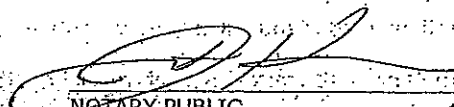
A director of the Corporation will not be personally liable to the Corporation for monetary damages for breach of their fiduciary duties as a director to the extent provided in KRS 273.248, now in effect or hereinafter amended. Any repeal or modification of this Article will not adversely affect any protection of a director with respect to any act or omission occurring prior to such repeal or modification.

IN TESTIMONY WHEREOF, witness the signature of the incorporator, this 11<sup>th</sup> day of January, 2007.

  
BRIAN DECKER

COMMONWEALTH OF KENTUCKY  
COUNTY OF OHIO

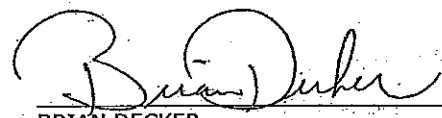
I, Justin S. Keown, a Notary Public, do hereby certify that the foregoing Articles of Incorporation of Ohio County Eagles Booster, Inc., were this day produced before me, and with signed and acknowledged by Brian Decker, as the incorporator thereof, to be his free act and voluntary deed.

  
NOTARY PUBLIC  
My Commission Expires: 2/7/08

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CONSENT OF INITIAL REGISTERED AGENT

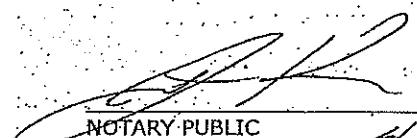
Pursuant to the provisions of KRS Chapter 273, the undersigned, Brian Decker, as the initial registered agent identified in *Article IV* of the *Articles of Incorporation of Ohio County Eagles Booster, Inc.*, hereby consents to serve Ohio County Eagles Booster, Inc., in that capacity until such time as such appointment is terminated.

  
BRIAN DECKER

COMMONWEALTH OF KENTUCKY

COUNTY OF OHIO

The foregoing Consent of Initial Registered Agent was this day produced before me and acknowledged by Brian Decker, to be his free act and deed, this 11<sup>th</sup> day of January, 2007.

  
NOTARY PUBLIC  
My Commission Expires: 4/7/08

FILED FOR RECORDS  
This 24 day of Jan 20 07 at  
12:40 O'Clock P M. and recorded in Book  
Book No. 57 at page 726 - 729  
Attest Bess T. Ralph, Clerk  
By B. Bess