

0859028.09 mstratton
NAOI
Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
6/3/2013 3:36 PM
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION
OF
CUBS FIELD HOCKEY, INC.**

The undersigned Incorporator, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the Kentucky Nonprofit Corporation Acts (the "Act"), KRS 273.161 et seq., in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation is Cubs Field Hockey, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The Corporation is organized and operated exclusively to promote and educate the public and community about the sport of field hockey and to foster local competition for middle school field hockey. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

In furtherance of the general purposes described in the paragraph above, the particular purposes of the Corporation are:

(a) To support and ensure the ideals of good sportsmanship, honesty, courage, integrity, team spirit and health so that each field hockey player may be well adjusted, stronger, and more confident through the experience of playing field hockey.

(b) To reduce the costs of travel expenses, competition fees, and other incidental expenses associated with competitive field hockey; to fund or subsidize funding for local and regional competitions for the field hockey players and to provide moneys for special training camps, clinics and other programs or projects deemed appropriate by the Corporation by raising money through concessions, fund-raising projects, membership dues, sponsorships and other means approved by the corporation;

(c) To cultivate and generally promote the sport of field hockey by encouraging better knowledge and understanding of competitive field hockey and to promote all levels of the Kammerer Middle School competitive field hockey teams as a source of pride to the community.

The Corporation is irrevocably dedicated to and shall be organized and operated exclusively for educational purposes and for the promotion of health. The Corporation shall receive contributions and fees, and shall use its funds for public, charitable, educational and/or scientific purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Act; provided, however, that the Corporation shall not engage in activities which are not permitted of organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as subsequently amended (the "Code"), including, without limitation, political campaign activities.

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.

ARTICLE III

Initial Registered Office and Agent

The name of the Corporation's initial registered agent and the street address of its initial registered office are:

Donald R Harris
3311 Trail Ridge Rd.
Louisville, KY 40241

ARTICLE IV

Mailing Address

The mailing address of the Corporation's principal office is:

Cubs Field Hockey, Inc.
c/o Kammerer Middle School
7315 Wesboro Road
Louisville, KY 40222

ARTICLE V

Duration

The Corporation shall have perpetual existence, subject to the dissolution provisions of the aforesaid Statutes.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) members, with the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of four (4) persons who shall serve for such terms as provided in the Bylaws. The names, addresses and terms of the initial Directors are:

Donald R Harris
3311 Trail Ridge Rd.
Louisville, KY 40241

Bob Boden
3103 Denbeigh Ct.
Louisville, KY 40242

Becky Morris
2413 Stayton Way
Louisville, KY 40242

Matt Slyter
3611 Fallen Timber Dr.
Louisville, KY 40241

Each Director shall continue as Director as provided in the Bylaws; provided, however, that any Director may be removed, with or without cause, at any time, by a vote of the Board of Directors.

ARTICLE VII

Members

The Corporation shall have no members except as may be provided by the bylaws hereafter duly adopted by the Board of Directors.

ARTICLE VIII

Indemnification

Each person who is or was a Director, officer, employee or committee member of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director, officer, employee or committee member; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director, officer, employee or committee member may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against such liability, cost or expense on such terms, and with such exclusions and deductibles, as determined by the Board of Directors. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to

the full extent permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under applicable law.

ARTICLE IX

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 X

Dissolution

Dissolution shall be accomplished in accordance with the Act and with this Article X. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time be qualified as an organization exempt from tax under Section 501(c)(3) of the Code and as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors upon the dissolution of the Corporation shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, in a manner consistent with the purposes of the Corporation described herein.

ARTICLE XI

Amendment of Articles

These Articles may be amended by vote of the Board of Directors.

ARTICLE XII

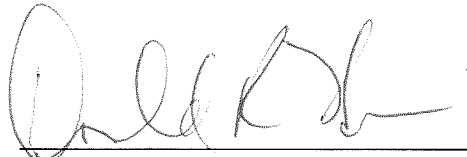
Incorporator

The name and address of the Incorporator is:

Donald R. Harris
3311 Trail Ridge Rd.
Louisville, KY 40241

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

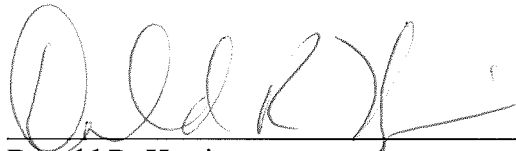
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 1, 2013.



Donald R. Harris

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of the Kentucky Nonprofit Corporation Acts (the "Act"), the undersigned, as the initial registered agent identified in the Articles of Incorporation of Cubs Field Hockey, Inc., a Kentucky nonprofit corporation (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Act.



Donald R. Harris