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Alison Lundergan Grimes
Kentucky Secretary of State

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**ARTICLES OF INCORPORATION
OF
JEFFERSON AIRPLANE, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming and does hereby form a nonprofit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161 et seq., in accordance with the following provisions.

ARTICLE I

The name of this corporation is JEFFERSON AIRPLANE, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose of the corporation shall be to assist the elderly especially the indigent seniors in transitioning from independent living to assisted care and nursing facilities.

In order to carry out the foregoing purposes, this corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, any interest in property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount of value; to sell, convey or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income there of in such manner as in the judgment of its Board of Directors deems best to promote the purposes of the corporation.

The corporation shall have the power to do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted by law. In furtherance of its corporate purposes, and not in limitation thereof, the corporation shall have all general powers conferred by the laws of the Commonwealth of Kentucky upon corporations created thereunder.

ARTICLE IV

The name and mailing address of the initial registered agent of the corporation is:

Paul J. Dyar
401 West Main Street, Suite 1400
Louisville, KY 40202

ARTICLE V

A Board of Directors consisting of at least three (3) members shall conduct the affairs of the corporation. Elected directors shall hold office for a term of three (3) years. A director may be removed, with or without cause, by a majority vote of the Board of Directors of JEFFERSON AIRPLANE, INC. The initial Board of Directors also shall serve a three (3) year term. The names and addresses of the initial directors are:

Rick Erwin
4023 Doe Creek Dr.
Floyds Knobs IN 47119

Dr. Jeff Allen
4216 Myers Ave.
Crestwood KY 40014

Robin Schmalz
8913 Westport Road
Louisville, KY. 40242

ARTICLE VI

The mailing address of the corporation's initial principal office is as follows:

8913 Westport Road
Louisville, KY. 40242

ARTICLE VII

The Board of Directors of JEFFERSON AIRPLANE, INC. shall have the authority to adopt such by-laws and regulations as may be necessary for the government of the corporation and elect such officers as it deems necessary to carry out the work of said corporation. It shall have the power to fill all vacancies in its body; elect and appoint officers and agents that it may deem appropriate; and fill vacancies created by death or resignations from time to time; provide for a quorum of its membership to transact business; and, generally, such other rules and regulations for the conduct of its business as it deems appropriate.

ARTICLE VIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another

corporation merged into this corporation and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been directors or officers or a director or officer of the corporation or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Provided further, this provision shall not eliminate or limit the liability of a director:

- (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 derived an improper personal benefit.

Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, or action by the Board of Directors.

ARTICLE IX

The name and address of the incorporator is:

Paul J. Dyar
401 W. Main Street, Suite 1400
Louisville, Kentucky 40202


IN TESTIMONY WHEREOF, witness our signatures this the 29th day of October, 2013.



PAUL J. DYAR
INCORPORATOR

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 273, the undersigned, as the initial registered agent identified in Article IV of the Articles of Incorporation of **JEFFERSON AIRPLANE, INC.**, hereby consents to serve **JEFFERSON AIRPLANE, INC.** in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Nonprofit Corporation Act.



PAUL J. DYAR