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ARTICLES OF INCORPORATION
OF
THE CHILD CONNECTION, INC.

The undersigned, acting as incorporator of a non-stock, non-profit corporation under the Kentucky Business Corporation Act, specifically the Kentucky Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is The Child Connection, Inc.

ARTICLE II

The corporation is organized and shall be operated exclusively for charitable and educational purposes so as to qualify under Section 501(c)(3) of the Internal Revenue Code, and the corporation's activities shall include, but not limited to, the promotion of the prevention of child abductions and the assistance of run-away children through professional education and referral services. The corporation is authorized to accept, hold, administer, invest and disburse, for charitable and educational purposes, such funds as may from time to time be given it by any person, persons, or corporations, to receive gifts and make financial and other types of contributions and assistance to individuals and to charitable and educational organizations, and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove

set out. All the assets and earnings of the corporation shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the funds received shall inure to the benefit of any private member, director, or individual and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The corporation is further authorized to engage in any lawful act or activity for which corporations may be formed and to exercise any and all powers that corporations have and may have and may now or hereafter exercise under the Kentucky Non-Profit Corporation Act, whether or not specifically enumerated herein.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization 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 III

The number of directors constituting the initial Board of Directors is three (3). The number of directors shall be set forth in the Bylaws of the corporation and may be changed from time to time by the affirmative vote of a majority of the directors then holding office. The actual number of directors shall not be less than three (3). The names and addresses of the persons who are to serve as directors until the first meeting of the directors or until their respective successors are elected and qualified are:

<u>Name</u>	<u>Addresses</u>
James C. Holbrook	100 Mallard Creek Road Suite 211 Louisville, Kentucky 40207
Beverly A. Holbrook	100 Mallard Creek Road Suite 211 Louisville, Kentucky 40207
Keith Herron, Sr.	1740 Chichester Avenue Louisville, Kentucky 40205

ARTICLE IV

The corporation shall not have members except as may be provided by the Bylaws of the corporation.

ARTICLE V

Each person who is or was a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, or officer of another 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 attorney 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 member, director, trustee, or officer or arising out of such person's status as a member, director, trustee, or officer; provided, however, 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 the 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 90 days after a written claim has been received by the corporation, the member, director, trustee, or officer 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 any such liability, cost, or expenses, whether or not the corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Non-profit Corporation Act or under this article, but it shall not be obligated to do so. 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 members or 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 shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE VI

No director shall be personally liable to the corporation for monetary damages for breach of his 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 authorized 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 VII

The address of the initial registered office of the corporation is 100 Mallard Creek Road, Suite 211, Louisville,

Kentucky 40207, and the name of the initial registered agent at such address is James C. Holbrook.

ARTICLE VIII

The address of the principal office of the corporation is 100 Mallard Creek Road, Suite 211, Louisville, Kentucky 40207.

ARTICLE IX

The name and address of the incorporator is James C. Holbrook, 100 Mallard Creek Road, Suite 211, Louisville, Kentucky 40207.

