

Received 3-6-14 @ 4:39
EJG

**NEIGHBORHOOD DEVELOPMENT FUND
Not-for-Profit Transmittal and Approval Form**

Applicant/Program: Louisville Independent Business Alliance –Buy Local First Fair

Executive Summary of Request:

Request to fund \$7,000 for the 6th Annual Buy Local First Fair on May 18, 2014. The fair will host a variety of local businesses, musicians, artist and craftsmen, chefs, community organizations and farmers. The fair will connect customers of local businesses, music fans, foodies, local agriculture supports and local arts patrons to vast selection of unique local offerings. The event is free and open to the public. Funding will cover event costs including stage, bands, DJ, talent, MC, audio equipment, portolets, trash/recycling, t-shirts, parking attendants, fencing, mugs, venue, security, set up supplies, ice, maps, tables, signage and ambulance services.

Is this program/project a fundraiser? Yes No
Is this applicant a faith based organization? Yes No
Does this application include funding for sub-grantee(s)? Yes No

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

9 District # Tina Wasson Primary Sponsor Signature \$2,000 Amount 3-5-14 Date

Primary Sponsor Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

*I work with Carol Bese via Frankfort Ave Business Assoc.
I work with Ali Hawthorne through volunteering @ WaterSteps. Tina*

Approved by:

Appropriations Committee Chairman Date

Clerk's Office Only:

Request Amount: _____ Committee Amended Appropriation: _____

Original Appropriation: _____ Council Amended Appropriation: _____

OFFICE OF METRO COUNCIL CLERK

REVIEWED
DATE 3-10-14 TIME 11:10am

NDF NON-PROFIT APPLICATION CHECKLIST

Legal Name of Applicant Organization: Louisville Independent Business Alliance		
Program Name: 6 th Annual Buy Local Fair	Request Amount: \$7,000	Yes/No/NA
Request form: Is the NDF request form signed by all Council Member(s) appropriating funding?		Yes
Request form: Is the funding proposed less than or equal to the request amount?		Yes
Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?		Yes
Application Page 1: Has prior Metro funds committed/granted been disclosed?		Yes
Application Page 1: Is the application properly signed and dated by authorized signatory?		Yes
Application Page 3: Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?		Yes
Application Pages 3 – 5: Is the proposed public purpose of the program well-documented?		Yes
Application 4: Is there adequate documentation of how the proceeds of the fundraiser will be spent?		Yes
Application Budget Page 6: Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for “Metro, Non Metro and Total” expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?		Yes
Faith Based Organizations: Is the signed Faith Based Form signed and included?		n/a
Jefferson County Only: Will all funding be spent in Louisville/Jefferson County?		Yes
Capital Project(s) request: Is the cost estimate(s) from proposed vendor(s) included?		n/a
Good Standing: Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State – include Secretary of State website information on organization • Louisville Metro Government – check OMB monthly report filed in Council Financial Reports • Internal Revenue Service – most recent Form 990 included 		Yes
Separate Taxing Districts: If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?		n/a
Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)		n/a
Operating Requests: Is recommended operating funding less than or equal to 33% of total operating budget?		n/a
IRS Exempt Proof: Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?		Yes
Operating Budget: Is the organization’s current fiscal year operating budget included?		Yes
Ordinance Required: Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.		n/a
Board Members: Is the entity’s board member list (with term length/term limits) included?		Yes
Staff: Is a list of the highest paid staff included with their expected annual personnel costs?		Yes
Annual Audit: Is the most recent annual audit (if required by organization) included?		n/a
Rent Requests: Is a copy of signed lease included?		n/a
Articles of Incorporation: Are the Articles of Incorporation of the organization included?		Yes
IRS Form W-9: Is the IRS Form W-9 included?		Yes
Evaluation Forms: Are the evaluation forms (if program participants are given evaluation forms) included?		n/a
Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?		n/a
Prepared by: <i>Kyle Sturidge</i>	Date: 03/05/14	



LOUISVILLE METRO COUNCIL



NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 - APPLICANT INFORMATION

Legal Name of Applicant Organization: **Louisville Independent Business Alliance**
(as listed on: <http://www.sos.ky.gov/business/records/>)

Main Office Street & Mailing Address: 1974-A Douglass Blvd. Suite 101, 40205 (mailing: PO Box 4759, Louisville, KY 40204)

Website: www.keeplouisvilleweird.com

Application Contact: Jennifer Rubenstein

Title: Director

Phone: 502-500-4669

Email: jennifer@keeplouisvilleweird.com

Financial Contact: Jennifer Rubenstein

Title: Director

Phone: 502-500-4669

Email: jennifer@keeplouisvilleweird.com

GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED

Program Facility Location(s): Louisville Water Tower, 3005 River Road

Council District(s): 9 (although vendors will be there from all districts) | Zip Code(s): 40207

SECTION 2 - PROGRAM REQUEST & FINANCIAL INFORMATION

Program Name: Sixth Annual Buy Local Fair

Total Request: \$ 7000

Total Metro Award (this program) in previous year : \$ 1500

The following are required attachments:

- IRS Exempt Status Determination Letter
- Current Year Projected Budget
- List of Board of Directors (include term & term limits)
- Current financial statement
- Most recent IRS Form 990 or 1120-H
- Articles of Incorporation
- Cost estimates from proposed vendor if request is for capital expense

- Signed lease if rent costs are being requested
- IRS Form W9
- Evaluation forms if used in the proposed program
- Annual audit (if required by organization)
- Faith Based Organization Certification Form, if required
- Staff including the 3 highest paid staff

Agency Fiscal Yr Start Date: January 1st

For the current fiscal year ending June 30, list all funds received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.

Source: Councilman Tandy NDF Funds (for Brewfest) | Amount: \$ 750

Source: Councilwoman Welch and others (for Strength In Numbers Workshop) | Amount: \$ 1150

Source: | Amount: \$

Has the applicant contacted the BBB Charity Review for participation? Yes No

Has the applicant met the BBB Charity Review Standards? Yes No

SECTION 3 - SIGNATURE

I certify under the penalty of law the information in this application (including, without limitation, the "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization.

Signature of Legal Signatory: *Jennifer Rubenstein*

Date: 2/28/14

Legal Signatory (please print): Jennifer Rubenstein

Title: Director

Phone: 502-500-4669 Extension:

Email: jennifer@keeplouisvilleweird.com

SECTION 4 - AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

LIBA's mission is to preserve the unique community character of the Metro Louisville area by promoting locally-owned, independent businesses and to educate citizens on the value of purchasing locally. In order to pursue its mission, LIBA focusses on:

- Informing citizens of the value provided by locally-owned businesses, including their importance to the local economy, culture, and social fabric. The goal is to encourage area residents to view themselves as citizens – as members of a community rather than merely as consumers.
- Offering group branding, promotion and advertising to LIBA members to elevate the individual and collective profiles of locally-owned businesses in order to provide marketing and exposure advantages chains routinely enjoy.
- Creating strong relationships with local government and media in order to inform local decision-making and give voice to the locally-owned independent business community, and to promote policies that support community-rooted enterprise.

LIBA is also responsible for the Buy Local First and 'keep Louisville weird' campaigns, publishing the Buy Local Guide twice a year, the Buy Local Fair (May), Louisville Brewfest (September) and Shift Your Shopping Contest (December).

SECTION 5 - PROGRAM NARRATIVE

A: Purpose of Request (check all that apply):

- Operating Funds (generally cannot exceed 33% of agency's total operating budget)
- Programming/services/events for direct benefit to community or qualified individuals
- Capital Project of the organization (equipment, furnishing, building, etc)

B: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc):

The Louisville Independent Business Alliance will host the Sixth Annual Buy Local Fair Sunday, May 18, 2014, from 12n-6pm. Printout of current website is attached.

The Fair will host a variety of local businesses, musicians, artist and craftsmen, chefs, community organizers, and farmers. The Fair connects customers of local businesses, music fans, foodies, local agriculture supporters and local arts patrons in celebration of Louisville's vast selection of unique offerings.

The Buy Local Fair Mission: To provide a venue that fosters cooperation, cross-pollination and strength in numbers for locally-owned, independent entities. By bringing together customers of various businesses, farms, craftspeople and bands unique to the Louisville-area, we expose a variety of endeavors to new audiences and increase business for all.

This event is open and free to the public (\$5 parking charge per carload, bicycles park at no charge). The 2013 Fifth Annual Buy Local Fair attracted 6,000+ attendees from across the Louisville Metro area. Vendor participation was significant at 150+, and 92% of all council districts were represented. Plans are in place this year to ensure that ALL council districts have some representation.

C: Describe specifically how the funding will be spent including identification of funding to subgrantee(s):

The funding will cover costs including the stage (bands, DJ, talent and MC), audio equipment, portolets and trash/recycling, volunteer t-shirts, parking attendants (car and bicycle), fencing, commemorative mugs, venue, security, set up supplies, ambulance, ice, maps, tables and signage.

D: For Expenditure Reimbursement Only - The grant award period begins with the Metro Council Appropriation Committee approval date and ends on June 30 of the fiscal year in which the grant is approved. If any part of this funding request is for funds that will be spent before the grant award period, identify the applicable circumstances:

- The funding request is a reimbursement of the following expenditures that have occurred prior to the application date:
- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
 - ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.
- The funding request is a reimbursement of the following expenditures that will be incurred after the application date, but prior to the Metro Council approval date. This option will allow expenditures occurring within this time frame to be considered compliant with the grant agreement.
- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.
 - ✓ The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

\$300 Chairs, Tables & Ice Chests (Ballou's), \$1,000 Bands (TBD), \$250 Bike Valet (Bicycling for Louisville), \$1,000 venue (Louisville Water Co.), \$250 Vendor Maps, \$200 Picnic Tables (Metro Parks), \$300 Event Supplies (Brownsboro Hardware), \$1500 Mugs (Alex Haley Pottery), \$400 Parking (Ready Valet), \$250.00 Walkie Talkies (Radioland), \$300.00 Trash & Recycle (Rumpke), \$750.00 Portolets & Wash (Rumpke), \$150.00 Security, \$50.00 Yard Signs (Sign 4), \$300.00 Stakes. Depending on if in kind can be obtained for the above expenses, may use NDF funds for staging and sound, ice, ambulance and volunteer t-shirts.

E: If this request is for a fundraiser, please detail how the proceeds will be spent:

Funds raised from this event will continue LIBA's "keep Louisville weird" and "Buy Local First" education efforts. We currently have a record number of members – over 600 – and have focused the public's attention on the benefits of buying locally through our major events and campaigns, including the release of the Indie Impact Study, showing the positive financial impact (specific to the Louisville area) of buying locally. This study showed that for every \$100 spent at a Louisville-area independent business, \$55 remains in the local economy, whereas only \$14 remains when spent at a chain.

Funds raised will also be used for such efforts as the distribution of 90,000 Buy Local Guides, materials for our member businesses, community outreach that educates the public about the benefits of buying locally, support for our member businesses, etc.

This fundraiser also demonstrates the other main thrust of our message: that independent businesses contribute to our culture, social fabric and what makes our city distinctive.

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program specifically.

LIBA collaborates with various other local organizations to put on a successful event that furthers everyone's goals. The children's area is staged by the Louisville Water Company and the Kentucky Science Center. Additionally, Louisville Water Company will be providing PureTap to fair goers. The Louisville Convention & Visitors Bureau also is there to promote uniquely-Louisville attractions. LIBA previously collaborated with Grasshoppers Distribution. They have since closed, but we will continue direct outreach to area farmers.

We had over 150 vendors last year and will likely have more in 2014. We make sure participation is attainable for even the smallest of businesses – LIBA members and farmers participate at no charge and non-members are only charged a \$30 fee. (Everyone who will be selling items will pay \$20 to cover the Master Vendor permits.)

And of course, we have had wonderful support from Metro Council in the past. We will continue to spotlight the Council Members who support the event with signage recognition, banners and booth space (optional to staff).

LIBA also partners with other area organizations throughout the year, including the Center for Neighborhoods, area business organizations, Kentucky Proud, the Family Business Center, Louisville Originals, University of Louisville and others.

G: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:

The event has been very popular with area farmers, restaurant/food trucks and businesses, who continue to return to the fair because it is effective at driving business to their unique-to-Louisville establishments, which in turn supports our local economy. The public continues to attend in large numbers because the event strengthens the fabric of the community. Attendees gather a sense of pride in their city as they sample from vendors that can't be found in any other city, while they run into old friends and make new ones.

Consistent growth in attendance and vendors (and the diversity of vendors) has been a measure of success in the past, and will continue to be this year. Media Library will again give us specific numbers on the value and reach of our promotional efforts.

SECTION 5 - PROGRAM BUDGET SUMMARY

The Program Budget should realistically estimate what amount is needed from Metro Government and what is expected from other sources. Enter whole-dollar amounts.

	Column 1	Column 2*	Column 3
Program Expenses	Proposed Metro Funds	Non- Metro Funds	Total Program Cost
A: Personnel Costs Including Benefits		\$10250	\$10250
B: Rent/Utilities			
C: Office Supplies			
D: Telephone			
E: In-town Travel			
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts			
H: Program Materials			
I: Community Events & Festivals (Attach Detailed List)	\$7000	\$14025	\$21025
J: Machinery & Equipment			
K: Capital Project			
L: Other Expenses (Attach Detail List)			
SUBTOTAL	\$7000	\$24275	\$31275
% of Program Budget -	22 %	78 %	100%
Value of volunteer services and how computed:	N/A	\$3800	\$10/hour, details below
Value of in-kind assets, such as donated space, supplies, use of equipment, etc. (Detail on Next Page)	N/A	\$6600	
Total Program Funds	\$7000	\$34675	includes in kind values

*List funding sources in Column 2 (do not include individual donor names):

Other State, Federal or Local Government	
United Way	
Private Contributions	\$5000 (sponsors)
Fees Collected from Program Participants	\$5500 (parking)
Other (please specify)	\$18000 (booth fees, raffle, merch & beverage sales)
Total Revenues	\$28500

PROGRAM BUDGET SUMMARY (CONTINUED)

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
Volunteers: 52	\$3800	12 committee members/60 hours, plus 40 day-off/8 hours each
Advertising (LEO, Louisville Magazine, Maloney Outdoor)	\$6000	Market rates
ValuMarket: Tent Rental	\$500	Market rates
Competition Food	\$100	Market rates
Total Value of In-Kind <i>(to match Program Budget Line Item. Volunteer Contribution & Other In Kind)</i>	\$10,400 (\$3800 volunteers, \$6600 other)	

* Donor information refers to who made the in kind contribution. Volunteers need not be listed individually, but grouped together on one line as a total noting how many hours per person per week)

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO YES

If YES, please explain:

LIBA has grown in membership and activity every year since 2008, and we anticipate this growth to continue.

SECTION 7 - CERTIFICATIONS AND ASSURANCES

By signing the first page of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end
8. Provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.

Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

none

BUY LOCAL BUDGET		
Sunday, May 18, 2014		
INCOME		
Parking	\$	5,500.00
Sponsors & Premium Booths	\$	5,000.00
Beer Tickets	\$	3,800.00
LIBA Merchandise [Tshirts, tote	\$	3,500.00
Vendor Booth Fees	\$	3,500.00
Beer Mug Sales	\$	3,300.00
Bourbon Tickets	\$	1,900.00
Beverage Sales	\$	800.00
Raffle Tickets	\$	800.00
Beer Return Deposits	\$	400.00
Council Member NDF Funding	\$	7,000.00
Total	\$	35,500.00
EXPENSES		
	LIBA	Proposed for NDF Funds
Ballous: Chairs (30), Tables (20) & Ice Chests (5)		\$ 300.00
Band(s)		\$ 1,000.00
Beer: Beer House	\$	400.00
Beer: Dauntless Distribution	\$	600.00
Beer: Rivercity	\$	2,500.00
Bike Valet: Bicycling for Louisville		\$ 250.00
Bourbon	\$	1,500.00
Ice: Mike's Ice	\$	225.00
Insurance: Liability	\$	1,750.00
Liquor License & Bkgrd check	\$	500.00
Louisville Water Co. (venue)		\$ 1,000.00
LPM radio underwriting	\$	750.00
Mailing: 400 Posters via Harbor	\$	300.00
Map: Vendor Maps		\$ 200.00
Metro Parks: 20 Picnic Tables		\$ 250.00
Event Supplies		\$ 300.00
Hand Crafted Mugs		\$ 1,500.00
Parking: Ready Valet		\$ 400.00
Permit: Master Temporary Perm	\$	1,175.00
Permit: Tent, Beer/Bourbon 3-x	\$	50.00
Radioland: Walkie Talkies		\$ 250.00
Rain Insurance	\$	300.00
Rumpke: Trash & Recycle		\$ 300.00
Rumpke: Waste & Wash		\$ 750.00
Security		\$ 150.00
Sign 4 [blank yard signs & stakes]		\$ 50.00
Signage & nametags	\$	250.00
Soft drinks - Ale 8 & Rooibee R	\$	350.00
Staff Time (LIBA)	\$	10,250.00
Stage & Sound	\$	2,000.00
Stakes: Banners & Vendor Tents		\$ 300.00
Tshirts (Monkey Drive Printing)	\$	775.00
Wristebands: Alcoholic Beverage	\$	100.00
Yellow Ambulance	\$	500.00
Total	\$	24,275.00
Total Expenses	\$	31,275.00
Total Net Profit	\$	4,225.00

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keep Louisville weird.



LIBA BUSINESS MEMBERS:
Log in below to renew your membership (then click View Profile)

Welcome

LIBA Partners

Why Buy Local

Buy Local Fair 2014

Our Other Annual Events

Keep South Louisville Weird

Merchandise

In The News

Search Our Business Member Directory

Only In Louisville

Event Calendar

Become a LIBA Member

Get Involved/Contact Us



MAY 18, 2014 12-6PM

Come join local businesses, musicians, artists, craftspeople, farmers and more at the Louisville Water Tower Park for our 6th Annual Buy Local Fair!

We are taking [applications](#) now for booths as well as food vendors.

For questions relating to the Buy Local Fair please email [Kristen](#)

Applications can be mailed to LIBA, PO Box 4759, Louisville, KY 40204

Special thanks to LIBA member Lizard Breath Graphics for designing this year's Buy Local Fair logo!

Jennifer Rubenstein
[View profile](#)
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INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **OCT 07 2009**

LOUISVILLE INDEPENDENT BUSINESS
ALLIANCE, INC.
1534 BARDSTOWN RD
LOUISVILLE, KY 40205

Employer Identification Number:
20-5025267
DLN:
309173012
Contact Person:
SUSAN Y MALONEY ID# 31210
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
March 19, 2008
Contribution Deductibility:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), for some helpful information about your responsibilities as an exempt organization.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-NC

Letter 948 (DO/CG)

Estimates for 2014

Ordinary Income/Expense

Income

Direct Public Support

Individ, Business Contributions

Direct Public Support - Other

\$ -

Total Direct Public Support

Merchandise

\$ 1,300.00

Other Types of Income

Miscellaneous Revenue

Total Other Types of Income

Program Income

Business Membership Dues

\$ 53,200.00

Directory

\$ 38,000.00

Kentucky Proud Grant

\$ 12,000.00

Email Advertising

\$ -

Individual Membership Dues

\$ -

South Louisville Efforts/Grant

\$ 4,000.00

Supporter Status

\$ 1,300.00

Grants for Programs

\$ 26,000.00

Web Advertising

Total Program Income

Special Events Income

Brewfest

\$ 80,000.00

Buy Local First Festival

\$ 35,500.00

Shift Your Shopping Contest

\$ 1,800.00

Total Special Events Income

Total Income

\$ 253,100.00

Expense

Business Expenses

Business Registration Fees

\$ 40.00

Total Business Expenses

Contract Services

Accounting Fees

\$ 400.00

Commission Membership New/Renew

\$ -

Outside Contract Services

\$ 36,154.00

Total Contract Services

Credit Card Fees

Fees from credit card companies

\$ 950.00

PayPal Fees

\$ 800.00

Streamline Pmt Merchant Svc Fee

\$ 350.00

Total Credit Card Fees

Events

Brewfest Expenses

\$ 63,500.00

Buy Local First Fair

\$ 21,025.00

Shift Your Shopping Expenses

\$ 1,600.00

Independents Week

\$ 500.00

	Estimates for 2014
Events - Other	\$ -
Total Events	
Facilities and Equipment	
Fixtures and Office Environment	\$ -
Rent and Electricity	\$ 10,956.00
Facilities and Equipment - Other	\$ -
Total Facilities and Equipment	
Merchandise Expense	\$ 1,000.00
Sales And Use Tax	\$ 200.00
Total Merchandise Expense	
Operations	
Bank Fees	\$ -
Email Distribution Service	\$ 660.00
Internet Service	\$ 444.00
Postage, Mailing Service	\$ 1,200.00
Printing and Copying	\$ 200.00
Software	\$ 1,080.00
Supplies	\$ 1,100.00
Telephone, Telecommunications	\$ 900.00
Website Hosting	\$ -
Total Operations	
Other Types of Expenses	
Advertising Expenses	
Membership Recruitment	\$ 500.00
Profile portraits and Interview	\$ 600.00
Total Advertising Expenses	
Insurance - Liability, D and O	\$ 2,564.00
Membership Materials	\$ 750.00
Memberships and Dues	\$ 600.00
Other Costs	\$ -
Research and Studies	\$ -
Staff Development	\$ 2,500.00
Total Other Types of Expenses	
Outreach & Sponsorships	
Member Collaboration Grants	\$ -
Outreach & Sponsorships - Other	\$ 1,500.00
Total Outreach & Sponsorships	
Payroll Expenses	
Bonuses	
Payroll Processing Fees	\$ -
Salary	\$ 29,100.00
Taxes	\$ 13,000.00
Payroll Expenses - Other	\$ -
Total Payroll Expenses	
Program Expenses	
Directory	\$ 36,000.00

Estimates for 2014

South Louisville Programs	\$ 500.00
Total Program Expenses	
Travel and Meetings	
Travel	\$ 600.00
Travel and Meetings - Other	
Total Travel and Meetings	
Volunteers Orientation	\$ 1,000.00
Total Expense	\$ 232,273.00
Net Ordinary Income	
Net Income	\$ 20,827.00



keep Louisville weird.

2014 LIBA Board List

(Term limits are 3 years.)

Summer Auerbach (President)
Rainbow Blossom
3738 Lexington Road, Louisville, KY 40207
(502) 498-2351
cell (502) 645-3423
Summer@rainbowblossom.com
Current term ends: January 2016

Carol Besse (Secretary)
Carmichael's Bookstores
2720 Frankfort Avenue, Louisville, KY 40206
(502) 896-6950
cell (502) 387-5971
csbesse@bellsouth.net
Current term ends: January 2015

Toph Bryant (Treasurer)
Kentucky Science Center
727 W. Main St., Louisville, KY 40202
(502) 560-7148
cell (502) 439-0565
Toph.Bryant@louisvilleky.gov
Current term ends: January 2016

Mike Croce
Stock Yards Bank & Trust Co.
1040 E. Main St., Louisville, KY 40206
(502) 625-3748
cell (502) 625-3748
michael.croce@syb.com
Current term ends: January 2015

Ali Hawthorne
M2 Maximum Media
105 lola Road, Louisville, KY 40207
cell (502) 262-8580
Ali@m2maxmedia.com
Current term ends: January 2017

Mo McKnight Howe
Revelry Boutique Gallery
980 Barret Ave., Louisville, KY 40204
(502) 414-1278
cell (502) 500-0759
mo@revelrygallery.com
Current term ends: January 2016

Maria Mackey

Mackey Printing Services
5000 Olde Creek Way, Prospect, KY 40059
(502) 292-0000
cell (502) 523-0515
maria@mackeyprinting.com
Current term ends: January 2015

Ashley Parker (Vice President)

Parker & Klein Real Estate
3610 Lexington Road, Louisville KY 40207
502-498-4514
Cell (502) 345-8952
Ashley@ParkerAndKlein.com
Current term ends: January 2015

Scott Shuffitt

Scott Shuffitt Events and Promotion
2537 Dundee Road, Louisville, KY 40205
cell & office (502) 724-4643
scottshuffitt@gmail.com
Current term ends: January 2017

John Timmons

Louisville Public Media
619 S. 4th Street, Louisville, KY 40202
cell (502) 640-9470
jtimmmons@wfpk.org
Current term ends: January 2016

Chris Vessels

Total Office Products & Service
3326 Kramers Lane, Louisville, KY 40216
(502) 636-9278
cell (502) 905-9279
chris@totalops.com
Current term ends: January 2017

CITY LIAISON:

Rebecca Fleischaker

Ombudswoman/Communications
Department of Economic Growth and Innovation
444 South 5th St., Suite 600, Louisville, KY 40202
(502) 574-2974
rebecca.fleischaker@louisvilleky.gov

Staff:

Jennifer Rubenstein
Cell (502) 500-4669
jennifer@keeploouisvilleweird.com

Angela Weisser
Cell (502) 836-7334
angela@keeploouisvilleweird.com

Kristen Byrnes
Cell (704) 780-9787
kristen@keeploouisvilleweird.com

Louisville Independent Business Alliance
Profit & Loss

January through December 2013
Jan - Dec 13

Ordinary Income/Expense

Income

Direct Public Support

Individ, Business Contributions 14.00

Direct Public Support - Other 208.00

Total Direct Public Support 222.00

Merchandise -503.54

Other Types of Income

Miscellaneous Revenue 0.02

Total Other Types of Income 0.02

Program Income

Business Membership Dues 52,317.50

Directory 41,481.24

Email Advertising 50.00

Individual Membership Dues 220.00

South Louisville Efforts 3,883.97

Supporter Status 1,300.00

Web Advertising 200.00

Total Program Income 99,452.71

Special Events Income

Brewfest 80,140.48

Buy Local First Festival 29,712.75

Shift Your Shopping Contest 1,800.00

Total Special Events Income 111,653.23

Total Income 210,824.42

Expense

Business Expenses

Business Registration Fees 40.00

Total Business Expenses 40.00

Contract Services

Accounting Fees 400.00

Commission Membership New/Renew 600.00

Outside Contract Services 34,987.29

Total Contract Services 35,987.29

Credit Card Fees

Fees from credit card companies 950.56

PayPal Fees 823.21

Streamline Pmt Merchant Svc Fee 361.80

Louisville Independent Business Alliance Profit & Loss

January through December 2013
Jan - Dec 13

Total Credit Card Fees	2,135.57
Events	
Brewfest Expenses	63,504.10
Buy Local First Fair	20,433.53
Independents Week	103.31
Shift Your Shopping Expenses	1,554.25
Events - Other	204.66
Total Events	85,799.85
Facilities and Equipment	
Fixtures and Office Environment	1,864.03
Rent and Electricity	10,325.72
Facilities and Equipment - Other	1,331.45
Total Facilities and Equipment	13,521.20
Merchandise Expense	
Sales And Use Tax	193.48
Total Merchandise Expense	193.48
Operations	
Bank Fees	19.80
Email Distribution Service	715.00
Internet Service	354.46
Postage, Mailing Service	1,212.86
Printing and Copying	1,532.74
Software	1,080.00
Supplies	2,144.78
Telephone, Telecommunications	527.99
Website Hosting	107.53
Total Operations	7,695.16
Other Types of Expenses	
Advertising Expenses	
Membership Recruitment	391.51
Profile portraits and interview	150.00
Total Advertising Expenses	541.51
Insurance - Liability, D and O	2,563.96
Membership Materials	4,113.84
Memberships and Dues	600.00
Other Costs	105.00
Research and Studies	24.00
Staff Development	1,680.62
Total Other Types of Expenses	9,628.93

Louisville Independent Business Alliance
Profit & Loss

January through December 2013
Jan - Dec 13

Outreach & Sponsorships

Member Collaboration Grants	1,047.50
Outreach & Sponsorships - Other	<u>661.52</u>
Total Outreach & Sponsorships	1,709.02

Payroll Expenses

Bonuses	500.00
Payroll Processing Fees	641.50
Salary	33,977.72
Taxes	14,483.60
Payroll Expenses - Other	<u>100.00</u>
Total Payroll Expenses	49,702.82

Program Expenses

Directory	18,745.88
South Louisville Programs	<u>100.00</u>
Total Program Expenses	18,845.88

Travel and Meetings

Travel	43.44
Travel and Meetings - Other	<u>4.00</u>
Total Travel and Meetings	47.44

Volunteers Orientation

Volunteers Orientation	<u>282.76</u>
Total Expense	<u>225,589.40</u>

Net Ordinary Income **-14,764.98**

Net Income **-14,764.98**

Form **990-EZ**

Department of the Treasury
Internal Revenue Service

**Short Form
Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.
The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-1150

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning _____ **and ending** _____

B Check if applicable:

Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
Louisville Independent Business Alliance, Inc

D Employer identification number
** - *****

E Telephone number
502-500-4667

F Group Exemption Number ▶

G Accounting Method: Cash Accrual Other (specify) ▶

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶ **www.keeplouisvilleweird.com**

J Tax-exempt status (check only one) — 501(c)(3) 501(c) (6) ◀ (insert no.) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **190,270.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)	
Check if the organization used Schedule O to respond to any question in this Part I <input checked="" type="checkbox"/>	
Revenue	1 Contributions, gifts, grants, and similar amounts received 1
	2 Program service revenue including government fees and contracts 2 116,936.
	3 Membership dues and assessments 3 44,917.
	4 Investment income 4
	5a Gross amount from sale of assets other than inventory 5a
	b Less: cost or other basis and sales expenses 5b
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) 5c
	6 Gaming and fundraising events
	a Gross income from gaming (attach Schedule G if greater than \$15,000) 6a
b Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000) 6b	
c Less: direct expenses from gaming and fundraising events 6c	
d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c) 6d	
7a Gross sales of inventory, less returns and allowances 7a	
b Less: cost of goods sold 7b	
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) 7c	
8 Other revenue (describe in Schedule O) See Schedule O 8 28,417.	
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 9 190,270.	
Expenses	10 Grants and similar amounts paid (list in Schedule O) 10
	11 Benefits paid to or for members 11
	12 Salaries, other compensation, and employee benefits 12 36,990.
	13 Professional fees and other payments to independent contractors 13 16,350.
	14 Occupancy, rent, utilities, and maintenance 14
	15 Printing, publications, postage, and shipping 15 1,922.
	16 Other expenses (describe in Schedule O) See Schedule O 16 125,756.
	17 Total expenses. Add lines 10 through 16 17 181,018.
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9) 18 9,252.
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) 19 14,107.
	20 Other changes in net assets or fund balances (explain in Schedule O) 20 0.
	21 Net assets or fund balances at end of year. Combine lines 18 through 20 21 23,359.

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2012)

Louisville Independent Business Alliance, Inc

Form 990-EZ (2012)

** - *****

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Sch. O to respond to any question in this Part V

		Yes	No
33	Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)		X
35a	Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?		X
35b	If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	N/A	
35c	Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III		X
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions	37a	0.
37b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?	38a	X
38b	If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	N/A
39a	Section 501(c)(7) organizations. Enter: Initiation fees and capital contributions included on line 9	39a	N/A
39b	Gross receipts, included on line 9, for public use of club facilities	39b	N/A
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 <u>N/A</u> ; section 4912 <u>N/A</u> ; section 4955 <u>N/A</u>		
40b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	N/A
40c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		N/A
40d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		N/A
40e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e	X
41	List the states with which a copy of this return is filed		KY
42a	The organization's books are in care of <u>Jennifer Rubenstein</u> Telephone no. <u>502-500-4669</u> Located at <u>PO Box 4759, Louisville, KY</u> ZIP + 4 <u>40204</u>		
42b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	42b	X
42c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: _____	42c	X
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year	43	N/A
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44a	X
44b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44b	X
44c	Did the organization receive any payments for indoor tanning services during the year?	44c	X
44d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	44d	
45a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	45a	X
45b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)	45b	

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? Yes No
 If "Yes," complete Schedule C, Part I 46

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch. C, Part II 47
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E 48
49a Did the organization make any transfers to an exempt non-charitable related organization? 49a
49b If "Yes," was the related organization a section 527 organization? 49b

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee paid more than \$100,000	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
N/A				

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." N/A

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ▶ Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer Date
 Jennifer Rubenstein, Director
Type or print name and title

Paid Preparer Use Only Print/Type preparer's name **Meyerowitz & King, PLLC** Preparer's signature Date Check if self-employed PTIN *****
 Firm's name ▶ **Meyerowitz & King, PLLC** Firm's EIN ▶ **** - *******
 Firm's address ▶ **9710 Park Plaza Ave., Ste. 208 Louisville, KY 40241** Phone no. **(502) 587-9833**

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

232174 01-11-13

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Name of the organization Louisville Independent Business Alliance, Inc Employer identification number **_*****

Form 990-EZ, Part I, Line 8, Other Revenue:

Description of Other Revenue:	Amount:
Directory	28,417.

Form 990-EZ, Part I, Line 16, Other Expenses:

Description of Other Expenses:	Amount:
Merchandise Expense	1,173.
Program Expenses	124,583.
Total to Form 990-EZ, line 16	125,756.

Form 990-EZ, Part II, Line 26, Other Liabilities:

Description	Beg. of Year	End of Year
Opening Balance Equity	2,392.	0.

Form 990-EZ, Part III, Primary Exempt Purpose - To perserve the unique community character of the Metro Louisville area by promoting locally-owned businesses and to educate citizens on the value of shopping locally.

Form 990-EZ, Part V, Information Regarding Personal Benefit Contracts:

The organization did not, during the year, receive any funds, directly, or indirectly, to pay premiums on a personal benefit contract.

The organization, did not, during the year, pay any premiums, directly, or indirectly, on a personal benefit contract.

0688397.09

mmullins
NAOI

Trey Grayson
Secretary of State
Received and Filed
03/19/2008 3:07:04 PM
Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION
OF
LOUISVILLE INDEPENDENT BUSINESS ALLIANCE, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming and does hereby form a non-profit corporation under the laws of the Commonwealth of Kentucky, KRS 273 (the "Act"), in accordance with the following provisions.

**ARTICLE I
NAME**

The name of the Corporation is **LOUISVILLE INDEPENDENT BUSINESS ALLIANCE, INC.** ("Corporation").

**ARTICLE II
PURPOSES AND POWERS**

The purposes for which this Corporation is organized are limited to any legal activity which is permitted to be undertaken by such form of corporation under the Act and pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

**ARTICLE III
MEMBERS**

The Corporation shall not have voting members. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, as allowed by statute and the Bylaws of the Corporation.

**ARTICLE IV
DIRECTORS**

The business and affairs of the Corporation shall be governed by a Board of Directors. The initial Board of Directors shall have seven (7) members who shall serve until the first annual election of Directors and until their successors are elected and

qualified. The number of Directors may be increased or decreased from time to time as stated in the Bylaws of the Corporation. The names and mailing addresses of the initial Directors are attached as Exhibit A.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1534 Bardstown Road, Louisville, Kentucky 40205 and the name of the initial registered agent at that address is John D. Timmons.

**ARTICLE VI
PRINCIPAL OFFICE**

The mailing address of the principal office of the Corporation is 1534 Bardstown Road, Louisville, Kentucky 40205 .

**ARTICLE VII
BYLAWS**

The Bylaws of the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

**ARTICLE VIII
OFFICERS**

The Bylaws shall identify and provide for the method of election or appointment of the Officers of the Corporation.

**ARTICLE IX
INDEMNIFICATION**

Each person who is or was a Director, 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, or Officer of another entity, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the Corporation 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 for the Corporation, subject to limitations contained from time-to-time in the Bylaws of the Corporation.

The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, 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 or by any court of competent jurisdiction, 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 X 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 (now or in the future) 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 XI LIMITATION ON DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's Members, Directors, Officers, or other private persons, 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 Article II above. Notwithstanding any other provision of these Articles, 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)(6) of the Internal Revenue Code.

**ARTICLE XII
DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed as directed by the Board of Directors according to the Act so long as such direction does not violate the Code. 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 organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII
DURATION**

The Corporation shall have a perpetual existence.

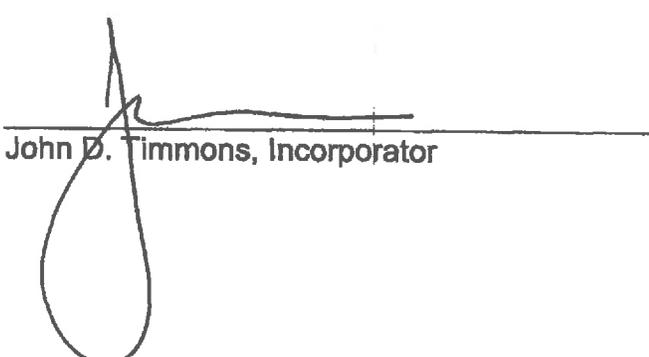
**ARTICLE XIV
AMENDMENT**

These Articles of Incorporation may be amended, altered or repealed by the Corporation's Board of Directors.

**ARTICLE XV
INCORPORATOR**

The name and address of the Incorporator is John D. Timmons, 1534 Bardstown Road, Louisville, Kentucky 40205.

Signed by the Incorporator at Louisville, Kentucky this 17 day of MARCH, 2008.



John D. Timmons, Incorporator

THE FOREGOING ARTICLES OF
INCORPORATION PREPARED BY:

LAKIN LAW OFFICE

A handwritten signature in black ink, appearing to read 'LARRY L. LAKIN', written over a horizontal line.

LARRY L. LAKIN
Attorney at Law
11003 Bluegrass Parkway, Suite 500A
Louisville, Kentucky 40299
(502) 267-8221

EXHIBIT A

NAMES AND MAILING ADDRESS OF INITIAL DIRECTORS

1. John Timmons, ear X-tacy inc., 1534 Bardstown Road, Louisville, KY 40205
2. Mike Mays, Heine Brothers' Coffee, 2714 Frankfort Ave., Louisville, KY 40206
3. Carol Besse, Carmichael's Bookstores, 2720 Frankfort Ave., Louisville, KY 40206
4. Rebecca Cornwell, ear X-tacy inc., 1534 Bardstown Road, Louisville, KY 40205
5. Don Burch, 2330 Quest Outdoors, Frankfort Ave., Louisville, KY 40206
6. Summer Auerbach, Rainbow Blossom, 3738 Lexington Road, Louisville, KY 40207
7. Scott Roussel, Bluegrass Brewing Company, 636 E Main St., Louisville, KY 40202

Request for Taxpayer Identification Number and Certification

Give form to the requester. Do not send to the IRS.

Print or type
See Specific Instructions on page 2.

Name (as shown on your income tax return) Louisville Independent Business Alliance	
Business name, if different from above	
Check appropriate box: <input type="checkbox"/> Individual/Sole proprietor <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Limited liability company. Enter the tax classification (D=disregarded entity, C=corporation, P=partnership) ▶ <input type="checkbox"/> Exempt payee <input type="checkbox"/> Other (see instructions) ▶	
Address (number, street, and apt. or suite no.) 1974-A Douglass Boulevard, Suite 101	Requester's name and address (optional)
City, state, and ZIP code Louisville, KY 40205	
List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number
OR
Employer identification number
20 5025267

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here	Signature of U.S. person ▶	Date ▶ 2-28-14
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity,

LIBA Staff 2014:

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LOUISVILLE INDEPENDENT BUSINESS ALLIANCE, INC.

General Information

Organization Number	0688397
Name	LOUISVILLE INDEPENDENT BUSINESS ALLIANCE, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	3/19/2008
Organization Date	3/19/2008
Last Annual Report	2/6/2014
Principal Office	1974-A DOUGLASS BOULEVARD, SUITE 1 LOUISVILLE, KY 40205
Registered Agent	SUMMER AUERBACH 3738 LEXINGTON RD. LOUISVILLE, KY 40207

Current Officers

President	<u>Summer Auerbach</u>
Vice President	<u>Ashley Parker</u>
Secretary	<u>Carol Besse</u>
Treasurer	<u>Toph Bryant</u>
Director	<u>Mike Croce</u>
Director	<u>Ali Hawthorne</u>
Director	<u>Jennifer Beard Rubenstein</u>
Director	<u>Chris Vessels</u>
Director	<u>Scott Shuffitt</u>
Director	<u>Mo McKnight Howe</u>
Director	<u>Maria Mackey</u>
Director	<u>John Timmons</u>

Individuals / Entities listed at time of formation

Director	<u>JOHN D. TIMMONS</u>
Director	<u>MIKE MAYS</u>
Director	<u>CAROL BESSE</u>
Director	<u>REBECCA CORNWELL</u>
Director	<u>DON BURCH</u>
Director	<u>SUMMER AUERBACH</u>
Director	<u>SCOTT ROUSSELL</u>
Incorporator	<u>JOHN D. TIMMONS</u>

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

Annual Report	2/6/2014	1 page	PDF
Principal Office Address Change	4/30/2013 2:30:45 PM	1 page	PDF
Annual Report Amendment	4/30/2013	1 page	PDF
Annual Report	1/14/2013	1 page	PDF
Registered Agent name/address change	2/17/2012 5:54:54 PM	1 page	PDF
Principal Office Address Change	2/17/2012 5:49:18 PM	1 page	PDF
Annual Report	2/17/2012	1 page	PDF
Annual Report	2/21/2011	1 page	PDF
Principal Office Address Change	8/10/2010 12:52:44 PM	1 page	PDF
Registered Agent name/address change	8/10/2010 12:44:35 PM	1 page	PDF
Annual Report	5/13/2010	1 page	PDF
Annual Report	9/29/2009	1 page	PDF
Articles of Incorporation	3/19/2008	6 pages	tiff PDF

Assumed Names**Activity History**

Filing	File Date	Effective Date	Org. Referenced
Annual report	2/6/2014 4:59:46 PM	2/6/2014 4:59:46 PM	
Amendment to annual report	4/30/2013 2:47:34 PM	4/30/2013 2:47:34 PM	
Principal office change	4/30/2013 2:30:45 PM	4/30/2013 2:30:45 PM	
Annual report	1/14/2013 2:54:02 PM	1/14/2013 2:54:02 PM	
Annual report	2/17/2012 5:58:16 PM	2/17/2012 5:58:16 PM	
Registered agent address change	2/17/2012 5:54:54 PM	2/17/2012 5:54:54 PM	
Principal office change	2/17/2012 5:49:18 PM	2/17/2012 5:49:18 PM	
Annual report	2/21/2011 2:52:54 PM	2/21/2011 2:52:54 PM	
Principal office change	8/10/2010 12:52:44 PM	8/10/2010 12:52:44 PM	
Registered agent address change	8/10/2010 12:44:35 PM	8/10/2010 12:44:35 PM	
Annual report	5/13/2010 3:06:43 PM	5/13/2010 3:06:43 PM	
Annual report	9/29/2009 4:13:22 PM	9/29/2009 4:13:22 PM	
Add	3/19/2008 3:07:04 PM	3/19/2008	

Microfilmed Images

[https://app.sos.ky.gov/ftshow/\(S\(ysgfitl244lfdt0o0k5q2wem\)\)/default.aspx?path=ftsearch&id=0688397&ct=09&cs=99999](https://app.sos.ky.gov/ftshow/(S(ysgfitl244lfdt0o0k5q2wem))/default.aspx?path=ftsearch&id=0688397&ct=09&cs=99999)