

ARTICLES OF INCORPORATION

849645310

OF

National Black MBA Association – Louisville Chapter

John Y. Brown II
Secretary of State
Commonwealth of Kentucky
1977 North Third Street
Frankfort, Kentucky 40621-0001
Tel: (502) 636-8800
Fax: (502) 636-8800

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators execute these Articles of Incorporation for the purpose of forming and do hereby form a non-profit 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 the corporation shall be National Black MBA Association-Louisville Chapter Inc.

ARTICLE II

The purpose for which the corporation is organized, the business, which it may conduct, and the enterprises in which it may engage shall include the following:

- (A) To lead in the development of economic and intellectual wealth within the black community of Louisville, Kentucky.
- (B) It is intended that this corporation shall have, and shall continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)3 of the Internal Revenue Code and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code. All terms and provisions of these Articles and the By-Laws of the corporation, and all operations of the corporation, shall be construed, applied and carried out in accordance with such intent.
- (C) Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to

organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

(D) The purpose shall conform to those set forth in Section 501(c)3 of the Internal Revenue Code and also in conformance with such Section 501(c)3, no substantial part of the activities of the corporation shall include propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaigns on behalf of any candidate for public office, nor carry on any other activities not permitted under Section 501(c)3 of the Internal Revenue Code.

(E) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, to its members, trustees, 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 distribution in furtherance of the purposes set forth in this Article.

The foregoing specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, in the enjoyment and exercise thereof, as conferred by the laws of the Commonwealth of Kentucky upon corporations organized under the provisions of Chapter 273 of the Kentucky Revised Statutes.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The Board of Directors/Executive Committee will be comprised of all persons who qualify for membership under the By-Laws hereafter duly adopted by said members. The

initial Board of Directors/Executive Committee shall consist of the following members and will so serve until new members qualify under the By-Laws hereof:

President:	Crawford W. Owens, Jr. 4382 Bowling Blvd. Louisville, KY 40207
Vice President of Administration:	Sandra Douglas 12617 Hillcross Parkway Louisville, KY 40059
Vice President of Operations:	Kim Reed 8706 B Fenwick Hill Place Louisville, Kentucky 40220
Secretary	David Cosby 4216 Accomack Drive Louisville, KY 40241
Treasurer:	Elliott Horne 569 Mallard Creek Rd. Louisville, KY 40207

The directors shall not be personally liable to the corporation for monetary damages for breach of his or her duty as a director, provided that any director's liability shall not be eliminated or limited (A) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the corporation; or (B) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of the law; or (C) for any transaction from which the director derived an improper personal benefit.

ARTICLE V

The address of the initial registered office of the corporation is 4382 Bowling Blvd, Louisville, KY 40207, and the registered agent at that address is Crawford W. Owens, Jr.

ARTICLE VI

The mailing address of the principal office of the corporation is P.O. Box 2953, Louisville, KY 40201.

ARTICLE VII

The names and addresses of the incorporators herein are:

Crawford W. Owens, Jr.
4382 Bowling Blvd.
Louisville, KY 40207

Sandra Douglas
12617 Hillcross Parkway
Louisville, KY 40059

Kim Reed
8706 B Fenwick Hill Place
Louisville, Kentucky 40220

ARTICLE VIII

The corporation shall have no capital stock and shall be composed of members rather than shareholders. Members shall be provided for by the By-Laws hereafter duly adopted by the Board of Directors.

ARTICLE IX

The By-Laws shall identify and provide for the method of election or appointment of the officers of the corporation.

ARTICLE X

The By-Laws of the corporation shall be adopted by the Board of Directors/Executive Committee and may be amended or repealed as provided for in said By-Laws.

ARTICLE XI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for all of the liabilities of the corporation dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner or to such an organization or organizations operated exclusively for charitable, educational or religious purposes shall as the time qualify as an exempt organization or organizations under Section

501(c) 3 of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court which has general jurisdiction in 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.

EXECUTED by the incorporators herein this the 11 day of July, 2000.

National Black MBA Association-Louisville Chapter

By: Crawford W. Owens, Jr.
Crawford W. Owens, Jr.

STATE OF KENTUCKY

:SCT

COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for the state and county aforesaid do hereby certify that the foregoing Articles of Incorporation were this 11th day of July, 2000, produced to me in said state and county and were executed, acknowledged, subscribed and sworn to before me by Crawford W. Owens, Jr. as incorporator of the National Black MBA Association-Louisville Chapter

My commission expires:

February 18, 2002

Rashelle W. Gaines
NOTARY PUBLIC, KY STATE-AT-LARGE

Prepared by:

Crawford W. Owens, Jr.

Tel: (502) 627-4644

Fax: