

BOOK 0055610705

ARTICLES OF INCORPORATION
OF
LOUISVILLE SKATING ACADEMY, INC.

0490993.09

John Y. Brown III
Secretary of State

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.

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ARTICLE I

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The name of the corporation is "Louisville Skating Academy, Inc."

ARTICLE II

The purposes for which the corporation is organized are:

- (A) to encourage and foster the athletic and recreational benefits of figure skating;
- (B) to encourage the advancement of the disciplines of figure skating;
- (C) to effectuate the general policies and objectives of the United States Figure Skating Association, and
- (D) for any other purpose not inconsistent with the provisions of KRS 273.161, et seq.

ARTICLE III

The business and affairs of the corporation shall be governed by a board of directors. The members of the initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualify. A director may be removed from office by a majority of directors, with or without cause. The number of directors constituting the initial board of directors shall be four (4) and the names and mailing addresses of the initial directors are:

BOOK 0055610706

Sharon B. Carey	4112 Ormond Road Louisville, Kentucky 40207
Sandra L. Merritt	2504 Anchor Way Anchorage, Kentucky 40223
Teresa Nicoson	2407 Glenview Avenue Louisville, Kentucky 40222
Janet L. Wallace	580 Reed Lane Simpsonville, Kentucky 40067

ARTICLE IV

The corporation shall have no members except as may be provided by the bylaws hereafter duly adopted or amended by the directors.

ARTICLE V

No director or officer shall be personally liable to the corporation for monetary damages for breach of his or her duties as a director or officer except for liability:

- (A) For any transaction in which the director's or officer'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 or officer to be a violation of law, or
- (C) For any transaction from which the director or officer 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 or officers, then the liability of a director or officer 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 or officer of the corporation existing at the time of such repeal or modification.

ARTICLE VI

The street address of the initial registered office of the corporation is 4112 Ormond Road, Louisville, Kentucky 40207. The name of the initial registered agent at that address is Sharon B. Carey.

ARTICLE VII

The mailing address of the principal office of the corporation is 4112 Ormond Road, Louisville, Kentucky 40207.

ARTICLE VIII

The name and address of the incorporator is Sharon B. Carey, 4112 Ormond Road, Louisville, Kentucky 40207.

Signed by the incorporator at Louisville, Kentucky, on the 10th day of March, 2000.

Sharon B. Carey
Sharon B. Carey, Incorporator

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 273, the undersigned, as the initial registered agent identified in Article VI of the Articles of Incorporation of Louisville Skating Academy, Inc., hereby consents to serve in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Nonprofit Corporation Act.

Sharon B. Carey
Sharon B. Carey

BOOK 00556/0708

This instrument prepared by:



J. MATTHEW CAREY
CAREY, NIEMI, MCKINLEY & STOUT
2000 One Riverfront Plaza
Louisville, Kentucky 40202
(502) 582-2277

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LOUISVILLE SKATING ACADEMY, INC.**

Acting pursuant to KRS 273.263 and KRS 273.267, the following is hereby certified:

1. The name of the corporation is Louisville Skating Academy, Inc.
2. The following Amendment to the Articles of Incorporation was adopted by the vote

of a majority of the Board of Directors taken at a Special Meeting held on November 2, 2002:

"The following Articles shall be added to the existing Articles:

ARTICLE IX

No part of the income of the corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with furtherance of its purposes) and no member trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

ARTICLE X

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code).

ARTICLE XI

Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of the debts and obligations of the Corporation, distribute the remaining assets and property (after necessary expenses thereof) to such organizations as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized for such purposes as qualify them as exempt organizations."

3. Pursuant to KRS 273.267(4), it is hereby certified that there were no members of the corporation entitled to vote on the amendment.

In witness whereof, said Sharon B. Carey, President of Louisville Skating Academy, Inc., acting for and on behalf of said corporation, has hereunto subscribed her name this 2nd day of November, 2002.

LOUISVILLE SKATING ACADEMY, INC.

By: Sharon B. Carey, President
Sharon B. Carey, President

COMMONWEALTH OF KENTUCKY)
)
STATE AT LARGE)

On this 2nd day of ~~November~~, 2002, before me personally appeared Sharon B. Carey, to me known to be the president of Louisville Skating Academy, Inc., who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged and verified to me that she executed the same.

WITNESS my hand this 2nd day of ~~November~~, 2002.

My commission expires: 10/27/05

[Signature]
NOTARY PUBLIC, STATE AT LARGE, KY

Prepared by:



J. Matthew Carey
Carey Niemi, Stout & Spalding
One Riverfront Plaza
401 W. Main St., Suite 2000
Louisville, Kentucky 40202
(502) 582-2277

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LOUISVILLE SKATING ACADEMY, INC.

Acting pursuant to KRS 273.263 and KRS 273.267, the following is hereby certified:

1. The name of the corporation is Louisville Skating Academy, Inc.
2. The following Amendment to the Articles of Incorporation was adopted by the vote of a majority of the Board of Directors taken at a Special Meeting held on May 20th, 2003:

The following sections shall be added to existing ARTICLE II:

(E) to provide an advanced skating program for skaters to perfect their skating skills in order to advance to higher levels of competition at the national and international levels, and

(F) to provide a Basic Skills skating program to prepare skaters to enter the Club's advanced skating program and sponsor synchronized skating teams which compete at the national level.

The following Article shall be added:

ARTICLE XII

The club is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code)."

3. Pursuant to KRS 273.267(4), it is hereby certified that there were no members of the corporation entitled to vote on the amendment.

In witness whereof, said Sharon B. Carey, President of Louisville Skating Academy, Inc., acting for and on behalf of said corporation, has hereunto subscribed her name this 20th day of May, 2003.

LOUISVILLE SKATING ACADEMY, INC.

By: Sharon B. Carey, Pres
Sharon B. Carey, President

COMMONWEALTH OF KENTUCKY)
STATE AT LARGE)

On this 20th day of May, 2003, before me personally appeared Sharon B. Carey, to me known to be the president of Louisville Skating Academy, Inc., who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged and verified to me that she executed the same.

WITNESS my hand this 20th day of May, 2003.

My commission expires: 10/27/05

J. Matthew Carey
NOTARY PUBLIC, STATE AT LARGE, KY

Prepared by:

J. Matthew Carey
J. Matthew Carey
Carey, Niemi & Stout
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