

ARTICLES OF INCORPORATION
OF
COALLIANCE OF BUSINESS ASSOCIATIONS, INC.

ARTICLE I – Name

The name of the corporation is:

COALLIANCE OF BUSINESS ASSOCIATIONS, INC.

ARTICLE II – Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III – Purposes

The corporation is organized as a non-stock, non-profit corporation pursuant to KRS 273.161 to 273.390, and for the following purposes:

To represent and provide a collective voice in support of the interests of the individual Businesses Associations in the Louisville area before the general public, the business community, and such governmental agencies as may be involved in regulating, promoting or developing such businesses interests.

ARTICLE IV – Internal Affairs of Incorporation

The corporation shall be governed by its by-laws as adopted by its board of directors.

ARTICLE V – Initial Board of Directors

Ben Blincoe

Louisville KY 40245

Alan Bird

Louisville KY 40203

Tommie Causey

Louisville KY 40299

Linda L. Leffert

Louisville KY 40207

Robyn Senn

Louisville KY 40245

Dan Smaldone

Louisville KY 40243

Jim Caskey

Elizabeth IN 47117

Judy Francis

Louisville KY 40243

Carmen L. Lopez

Louisville KY 40223

Vicky Weber

Louisville KY 40223

ARTICLE VI – Registered Agent – Mailing Address

The street address of the corporation's initial registered office is:

607 West Ormsby Avenue
Louisville KY 40203

The name of the registered agent at that office is:

Kenneth C. Plotnik

The mailing address of the corporation is:

P. O. Box 683
Louisville KY 40201

ARTICLE VII – Limitation of Director Liability

- (a) Except as otherwise provided by Article VII (b) below, no director of the corporation shall be personally liable for monetary damages for breach of his duties as a director.

- (b) Nothing in the preceding Article VII (a) shall eliminate or limit the liability of a director for:
- (1) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
 - (2) 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
 - (3) Any transaction from which the director derived an improper personal benefit.

ARTICLE VIII – Indemnification

- (a) The corporation shall indemnify each person who may be indemnified (individually an "Indemnitee" and collectively the "Indemnitees") pursuant to KRS 273.171(14) (the "Indemnity Statute"), as amended from time to time (or any successor provision thereto), to the fullest extent permitted by the Indemnity Statute. In each and every situation in which the corporation may do so under the Indemnity Statute, the corporation hereby obligates itself to indemnify the Indemnitees to the fullest extent permitted by the Indemnity statute, and in each case, if any, in which the corporation must make certain investigations on a case-by-case basis before providing indemnification, the corporation hereby obligates itself to pursue such investigations diligently, it being the specific intention of this Article VIII to obligate the corporation to indemnify each Indemnitee to the fullest extent permitted by Kentucky law as in effect from time to time. Except as otherwise made mandatory by Kentucky law, no Indemnitee shall be liable to the corporation in connection with any actions or inactions entitling the Indemnitee to indemnification under the Indemnity Statute, unless it is established that the Indemnitees actions or inactions constituted willful misconduct or wanton or reckless disregard for human rights, safety, or property in the performance of the Indemnitee's duties to the corporation.
- (b) Without limiting the generality of the Indemnification obligation undertaken by the corporation under the preceding Article VIII (a), the corporation shall at all times indemnify and hold each of its directors and officers harmless to the fullest extent provided by any written indemnification agreement between the corporation and the director or officer.

