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Allison Lundergan Grimes  
Kentucky Secretary of State  
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**ARTICLES OF INCORPORATION  
OF VILLA HILLS LONGHORNS ATHLETIC ASSOCIATION, INC.  
(2015)**

Pursuant to the provisions of Section 273.247 of the Kentucky Revised Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") **VILLA HILLS LONGHORNS ATHLETIC ASSOCIATION, INC.** (the "Corporation"), a Kentucky non-profit corporation, adopts the following Articles of Incorporation.

**ARTICLE I: NAME OF CORPORATION**

The name of the corporation shall be Villa Hills Longhorns Athletic Association, Inc. (the "Corporation") and as such shall constitute a Kentucky non-profit, non-stock corporation, with perpetual succession, and shall have power to sue and be sued, to contract and be contracted with, to adopt a corporate seal, and to conduct and operate its business and affairs. The incorporator shall be Thomas Heitker, of 940 Squire Oaks Drive, Villa Hills, Kentucky 41017.

**ARTICLE II: ADDRESS**

The principal office of said corporation is located at 940 Squire Oaks Drive, Villa Hills, Kenton County, Kentucky 41017.

**ARTICLE III: PURPOSES**

The objects and purposes of the Corporation, and the powers it shall have and may exercise, include the following:

(a) To educate youth on the sports of baseball and softball and to promote, sponsor and advance youth baseball and softball organizations within Northern Kentucky, which foster sportsmanship, teamwork, and citizenship in youth.

(b) To conduct the work of a corporation not for profit, but exclusively for charitable, scientific, literary, religious or educational purposes within the meaning of Section 501(c)(3) of the Code in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not

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directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation; and that it may make, if desired, distributions to organizations which qualify as tax exempt organizations as defined by Section 501(c)(3) of the Code in addition to the charitable donations of its intended ministry.

(c) To engage in other activities, projects and business permitted by the laws of Kentucky for a non-stock, non-profit corporation and 501(c)(3) of the Code.

#### **ARTICLE IV: GOVERNING BOARD/TRUSTEES**

1. **Board of Directors.** The supervision, management and control of the business and affairs of the Corporation shall be vested in a governing board which will be known as the Board of Directors. Said Board of Directors shall exercise the Corporation's power and authority as provided by its Bylaws, dated of even date herewith (the "Bylaws"). The Board of Directors shall consist of not less than three (3) but no more than ten (10) persons; the number, term, manner of election and the filling of the vacancies of which shall be as provided for the Bylaws. The initial directors and their mailing addresses are attached hereto as Exhibit A.

2. **Vacancies.** Vacancies on the Board of Directors shall be filled as provided by the Bylaws.

3. **Limitation of Liability.** Neither the directors nor the officers of this Corporation, its agents, employees and those acting at its request, nor any subsidiary, affiliated or supporting organization of the Corporation or its successors or assigns shall be liable for the debts, liabilities or obligations of this Corporation, and the private property of such persons, organizations and agencies shall not be subject to the payment of corporate debts. The provisions of KRS § 411.200, KRS § 273.248 and KRS § 273.171(14), and any future amendments thereto and any successor enactments, are adopted to the fullest extent permitted.

The Board of Directors shall be authorized to obtain, maintain in effect, and pay for insurance to provide coverage for legal liabilities, legal defense fees, and expenses of its officers, directors, committee members, agents, and employees of the Corporation against whom claims have been made for losses, damages and judgments arising out of actions taken by said persons

while acting with their scope of authority as an officer, directors, committee member, agent or employee of the Corporation, and to indemnify and hold same harmless.

**ARTICLE V: MEMBER**

There shall be no Members in this corporation.

**ARTICLE VI: DISSOLUTION**

The affirmative vote of two-thirds of the directors of the Corporation shall be required to initiate proceedings to dissolve the Corporation pursuant to the provisions of the Kentucky Revised Statutes and Internal Revenue Service codes. At dissolution, the assets of the Corporation shall, after payment of all debts and liabilities, and upon the affirmative vote of two-thirds of the elected members of the Corporation, be distributed as the Board of Directors deems appropriate to charitable non-profit corporations in existence with missions similar in purpose to the mission of the Corporation.

**ARTICLE VII: BYLAWS**

Bylaws of the Corporation may be adopted or amended by the trustees at any regular meeting or at any special meeting called for that purpose. The Board of Directors shall operate at all times within the operational framework of the Corporation as provided by its Bylaws so long as those Bylaws are in conformity with the Kentucky Revised Statutes, or other federal, state or local laws. In the event of conflict with the Bylaws and the Kentucky Revised Statutes or other federal, state or local laws, said statutes or laws shall prevail.

**ARTICLE VIII: SERVICE OF PROCESS AGENT**

The name of the registered process agent shall be James A. Dressman III. The registered office of such agent shall be maintained at 207 Thomas More Parkway, Crestview Hills, Kentucky 41017.

**ARTICLE IX: AMENDMENTS**

These Articles may be amended pursuant to the Bylaws and further to the provisions Chapter 273 of the Kentucky Revised Statutes as currently exist, and as each may be hereafter modified or amended from time to time.

**ARTICLE X: CONTRACTS**

Any required contract, deed, bill of sale, mortgage, or other written instrument necessary to carry out action authorized by the Board of Directors of the corporation shall be executed in the name of the corporation and signed by the President and any other one officer; and, any instrument so executed shall be binding and effective as the action of the Corporation.

**ARTICLE XI: MEETINGS**

All meetings of the Board of Directors and its committees; meeting notices, committee's assignments, change in number of directors, and provisions for the sale of the Corporation's real and personal property shall be pursuant to the provisions of the Bylaws.

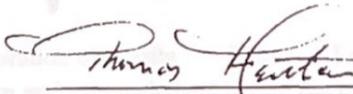
**ARTICLE XII: ADOPTION**

These Articles of Incorporation have been duly adopted as required by law.

**ARTICLE XIII: EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon filing with the Secretary of State for the Commonwealth of Kentucky.

IN WITNESS HEREOF, I have hereunto subscribed my name as Chairperson of the Board of Directors of Villa Hills Baseball Association, Inc., on this 27<sup>th</sup> day of October, 2015.



Thomas Heitker, Chairman of the Board

  
NOTARY PUBLIC

ANGELA M. GATES  
NOTARY PUBLIC STATE, MISSOURI  
STATE OF KENTUCKY IS LARGE  
NOTARY ID 110000

COMMONWEALTH OF KENTUCKY §  
COUNTY OF KENTON §

The foregoing Articles of Incorporation of **Villa Hills Longhorns Athletic Association, Inc.** were subscribed, sworn and acknowledged before me by Thomas Heitker, as Chairman of the Board of Directors, respectively of said corporation and declared to be true and correct to the best of his or her knowledge and belief on this 29 day of October, 2015, on behalf of said corporation.

(SEAL) My Commission No. 516063  
Expires July 28, 2018

  
NOTARY PUBLIC

My Commission Expires: 7-28-18

My Commission No. 516063  
Expires July 28, 2018

KY Notary ID#: 516063

**STATEMENT OF CONSENT OF REGISTERED AGENT**

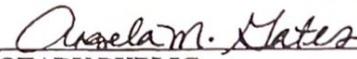
The undersigned, **James A. Dressman III**, does hereby consent to serve as Registered Agent of the Corporation pursuant to these Articles of Incorporation.

  
James A. Dressman III

COMMONWEALTH OF KENTUCKY §  
COUNTY OF KENTON §

The foregoing Articles of Incorporation of **Villa Hills Longhorns Athletic Association, Inc.** were subscribed, sworn and acknowledged before me by **James A. Dressman III**, Registered Agent, respectively of said corporation and declared to be true and correct to the best of his or her knowledge and belief on this 30th day of October, 2015, on behalf of said corporation.

(SEAL)

  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

KY Notary ID#: \_\_\_\_\_  
**ANGELA M. GATES**  
NOTARY EXPIRATION DATE: 5/24/2018  
STATE OF KENTUCKY AT LARGE  
NOTARY ID 510393

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**THIS INSTRUMENT WAS PREPARED BY:**

*Thomas Benzinger, Chairman of the Board, President & Treasurer*

**ANGELA M. GATES**  
Dressman Benzinger LaVelle psc  
Attorneys-at-Law  
207 Thomas More Parkway  
Crestview Hills, KY 41017-2596  
(859) 341-1881

*The Wood, Secretary*  
671 Ambridge  
Crestview Springs, KY 41017

*Edgar Thomas*  
224 Greenridge Court  
Crestview Springs, KY 41017

*Steve Sanderson*  
826 Journey Court  
Crestview Springs, KY 41017

*Tom K...*  
224 Greenridge Court  
Crestview Springs, KY 41017

*Michael Sanders*  
700 Meadow View Drive  
Vine Hill, KY 41017

*Kath Schenkler*  
700 Laurel Drive  
Vine Hill, KY 41017

Exhibit A

Thomas Heitker, Chairman of the Board, President & Treasurer  
940 Squire Oaks Drive  
Villa Hills, KY 41017

Tony Krumpleman, Vice President  
784 Pointe Drive  
Villa Hills, KY 41017

Tim Wood, Secretary  
671 Ambridge  
Crescent Springs, KY 41017

Ethan Thomas  
834 Crescentridge Court  
Crescent Springs, KY 41017

Steve Steinbrunner  
806 Flourney Court  
Crescent Springs, KY 41017

Dan Barczak  
900 Crossings Road  
Crescent Springs, KY 41017

Michael Sanders  
749 Meadow Wood Drive  
Villa Hills, KY 41017

Keith Schneider  
794 Lauren Drive  
Villa Hills, KY 41017