

ARTICLE OF INCORPORATION

OF

BISHOP DAVID ALUMNI ASSOCIATION, INC.

The undersigned hereby incorporates a nonprofit corporation without capital stock or stockholders, under the provisions of KRS 273.161 et seq., and for that purpose adopts the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is Bishop David Alumni Association, Inc. (the “Corporation”).

ARTICLE II

Purposes and Powers

(1) This corporation is dedicated to The purpose of BDAA is to promote, sustain and develop:

- (a) Christian fellowship with BDAA members;
- (b) Friendships developed while attending our beloved Bishop David High School;
- (c) The unique spirit bestowed upon all who were a part of Bishop David, Holy Cross and Angela Merici High Schools;
- (d) Educational and charitable grants to memorialize the spirit and memory of Bishop David, Holy Cross and Angela Merici High Schools so the spirit of each school may be memorialized and passed on to the generations of the future.

(2) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of ARTICLE II of these Articles of Incorporation. The objects and purposes of the Corporation, and the powers it shall have in any exercise, are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, religious or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (references herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws), 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 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.

(b) As a particular purpose in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section (2)(a) of this ARTICLE II, to organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary, religious, or educational enterprises, activities and institutions as from time to time may be determined, selected, or decided upon by the Corporation's Board of Directors consistent with the purposes stated above.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects:

(i) To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(iii) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests, or devises of property of any kind which any individual, firm, corporation, or other entity may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Code;

(viii) To the extent permitted by law, or enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such

corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

(ix) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(3) of the Code.

(3) Notwithstanding any other provision of these Articles of Incorporation, if, at any time, the Corporation shall be determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future federal tax code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE III

Duration

The Corporation shall have perpetual duration.

ARTICLE IV

Members

(1) There may be Members as provided in the By-Laws, or by the Board of Directors, such Members shall have no right to vote as to the election of directors or as to any other matters presented to the Members of the Corporation for consideration.

(2) The annual meetings of the Members of the Corporation shall be held at such time and place as may be provided in the Corporation's By-Laws.

(3) The Corporation shall have as its Initial Members:

1. Name: Kevin Brever
Address: 7519 Belinda Way,
Louisville, KY 40291
2. Name: Clarence "Butch" Pinkerton
Address: 8445 Sally Drive
Louisville, KY 40258
3. Name: Martin J. Burke, III
Address: 8213 Pandorea Drive
Louisville, KY 40258

(4) The Initial Members, until the Initial Members shall have dissolved or resigned, shall have the sole right to vote as to the election of directors or as to any other matters presented to the Members of the Corporation for consideration (hereinafter referred to as the “Voting Member”).

ARTICLE V

Board of Directors

(1) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors.

(2) The Board of Directors shall consist of such number of individuals as may be fixed in the Corporation's By-Laws; provided, however, that the Board of Directors shall not, in any event, consist of fewer than three (3) individuals.

(3) The Members, if any, entitled to vote as to the election of directors under these Articles of Incorporation shall elect the directors of the Corporation at the annual meeting of the Members, or as otherwise provided in the Corporation's By-Laws, or if there shall be no such voting members, then the Board of Directors shall elect the directors of the Corporation at the annual meeting of the Board of Directors, or as otherwise provided in the Corporation's By-Laws.

(4) The term of office of each director shall be as provided by the Corporation's By-Laws. Each director so elected shall hold office for said term and until his or her respective successor shall have been duly elected and shall have accepted office.

(5) Directors may be removed from office during their term of office as provided in the Corporation's By-Laws.

(6) The annual meetings of the Corporation's Board of Directors shall be held at such time and place as may be provided in the Corporation's By-Laws.

(7) The duties and powers of the Board of Directors, committees, and officers of the Corporation shall, except as otherwise specifically provided herein or in the Corporation's By-Laws, be such as are usually incident to similar Boards of Directors, similar committees and similar officers, and in addition, shall be such as may be conferred upon said Board of Directors, upon such committees, or upon such officers by law, or by amendment to the Articles of Incorporation or By-Laws, or by appropriate corporate resolution.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors is sixteen (16) and the names and mailing addresses of the persons who are to serve as directors are as follows, and each such director shall serve until the first annual meeting of the Members, if there are any Members of the Corporation, or until the first annual meeting of the Board of Directors, if there are no Members of the Corporation, as the case may be, and until such director's successor in office is elected and shall qualify as follows:

1. Name: Kevin Brever
Address: 7519 Belinda Way,
Louisville, KY 40291

2. Name: Clarence "Butch" Pinkerton
Address: 8445 Sally Drive
Louisville, KY 40258

3. Name: Martin J. Burke, III
Address: 8213 Pandorea Drive
Louisville, KY 40258

ARTICLE VII

Initial Registered Agent

The name of the initial registered agent is Kevin Brever, 7519 Belinda Way, Louisville, Kentucky 40291.

ARTICLE VIII

Principal Office

The address of the principal office of the Corporation is Holy Cross High School, C/O Bishop David Alumni Association, 5144 Dixie Highway, Louisville, Kentucky 40216.

ARTICLE IX

Distribution of Assets Upon Dissolution

If, at any time, this corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(b) Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to (i) one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Code, (ii) the Federal government, or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law;

(c) Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under section

501(c)(3) of the Code, (ii) the Federal government, or (iii) a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(d) Any assets not disposed of pursuant to the provisions of ARTICLE IX set forth hereinabove shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code.

ARTICLE X

Incorporators

The sole incorporators of the Corporation are:

1. Name: Kevin Brever
Address: 7519 Belinda Way,
Louisville, KY 40291

2. Name: Clarence “Butch” Pinkerton
Address: 8445 Sally Drive
Louisville, KY 40258

3. Name: Martin J. Burke, III
Address: 8213 Pandorea Drive
Louisville, KY 40258

ARTICLE XI

Indemnification of Members, Directors, Officers

(1) To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation shall indemnify each Member, director and officer of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such Member, director or officer in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such Member, director or officer is, or is threatened to be made, a party because such Member, director or officer is or was a Member, director or officer of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including, but not limited to, service with respect to employee benefits plans. A Member, director or officer of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such Member, director or officer to the Corporation also impose duties on or otherwise involve services by such member, director, officer, employee or agent to the plan or to participants in or beneficiaries of the plan.

(2) To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation

shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a member, director or officer of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

(3) The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE XI with respect to any Member, director officer of the Corporation shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation (i) not be deemed exclusive of other rights, if any, to which such Member, director or officer of the Corporation seeking such indemnification or advancement may be entitled under any By-Law, agreement, action of disinterested members, action of disinterested directors, or otherwise, as to any action by such member, director or officer in his or her official capacity as such or as to any action of such member, director or officer of the Corporation in any other capacity, (ii) continue as to a person who has ceased to be a member, director or officer of the Corporation, and (iii) inure to the benefit of the heirs, executors, and administrators of such a person.

(4) To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II of these Articles of Incorporation, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a member, director,

or officer, employee or agent of the Corporation, or who, while a Member, director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a member, director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such Member, director, officer, employee or agent in that capacity or arising from such Member, director, officer, employee or agent's status as a Member, director, officer, employee or agent, whether or not the Corporation would have power to indemnify such Member, director, officer, employee or agent against the same Liability under the provisions of this ARTICLE XI.

(5) Any repeal or modification of this ARTICLE XI by the Board of Directors, with the approval of the Members of the Corporation, if any, entitled to vote with respect to such matter, shall not adversely affect any right or protection of a Member, director or officer of the Corporation under this ARTICLE XI with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XII

Private Property of Incorporator,

Members and Directors

None of the private property of the incorporator or any Member or director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

ARTICLE XIII

Elimination of Certain Liability of Directors

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision

shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law; or (iii) for any transaction from which such director derived an improper personal benefit. This ARTICLE XII shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

ARTICLE XIV

Severability of Provisions

Except as may conflict with the provisions of ARTICLE II of these Articles of Incorporation, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and, to this end, the provisions of these Articles of Incorporation are severable.