Commonwealth of Kentucky

Department of State

Office of Secretary of State

HENRY H. CARTER, SECRETARY

DOMESTIC CORPORATION DEPARTMENT

NON-STOCK CORPORATION

I, HENRY H. CARTER, Secretary of the State of Kentucky, hereby certify that Articles of Incorporation of the

JUNIOR ACHIEVEMENT OF LEXINGTON, INC. (Lexington, Kentucky)

has this day been filed in my office.

It appearing from said Articles of Incorporation that the said Corporation has no capital stock, and no private pecuniary profit is to be derived therefrom, the said Corporation is not required by law to pay a tax on organization; and it further appearing that the aforesaid Corporation has complied with all the requirements of the law, this certificate is issued as evidence of the fact that the said Corporation is now authorized and empowered to do business in this State under its charter, subject to the restrictions imposed by the statutes of Kentucky.

COMMONWEALTH OF KENTUCKY · DEPARTMENT OF CORPORATIONS

SECRETARY OF STATE

Given under my hand as Secretary of State, this 3rd *day of* December *19*63

By Henry H. Carter
Secretary of State

H. T. Lyon
~~*Assistant Secretary of State*~~

ARTICLES OF INCORPORATION
of
JUNIOR ACHIEVEMENT OF LEXINGTON, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being over twenty-one years of age, hereby mutually agree to unite and associate ourselves as a non-profit corporation, without capital stock, under the laws of the Commonwealth of Kentucky, and more particularly KRS 273.160, and for such purpose, we hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be "JUNIOR ACHIEVEMENT OF LEXINGTON, INC."

ARTICLE II

The purpose of the corporation shall be to provide an opportunity for young people, in cooperation with adult advisers, to form and operate miniature businesses for the purpose of developing an understanding through actual experience of the relationship, function and development of the essential elements of the private enterprise system of the United States involving private capital, wise management and responsible labor; to cooperate with the national organization and local organizations in the educational programs and educational activities of those organizations; to carry out these activities in the territory assigned by the national organization; and not to realize pecuniary profit inuring to the benefit of any private member or individual.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The principal place of business and the principal office of the corporation shall be/in 188 Woodland Avenue, Lexington, Fayette County, Kentucky, and its registered agent shall be Michael Barna, Jr. /P. O. Box 241, 166 Walnut St., Lexington,

Kentucky.

ARTICLE V

The names and addresses of the directors who will serve until the first annual meeting are:

O. A. Bakhaus	c/o United Service Company 176 East High Lexington, Kentucky
Michael Barna, Jr.	c/o Columbia Gas of Kentucky, Inc. P. O. Box 241 Lexington, Kentucky
Dan D. Brock	c/o Brock McVey Co., Inc. Midland Avenue Extended Lexington, Kentucky
Leslie Combs, II	c/o Kentucky Insurance Agency, Inc. 1636 North Broadway Lexington, Kentucky
William Embry, Jr.	c/o Embry & Co., Inc. 141 East Main Lexington, Kentucky
Floyd Fairman	c/o Kentucky Utilities Co., Inc. 120 South Lime Lexington, Kentucky
Beardsley Grahm	c/o Spindletop Research, Inc. Lexington, Kentucky
Charles Hagan	c/o Sears Roebuck & Co. 213 East Main Lexington, Kentucky
Ted Hardwick	c/o Lafayette Hotel Lexington, Kentucky
Garvice D. Kincaid	c/o Kincaid, Wilson & Trimble 409 Central Bank Building Lexington, Kentucky
J. D. Martin	c/o Ashland Oil & Refining Company 195 Lisle Road Lexington, Kentucky
Grant McDonald	c/o Square D. Company, Inc. Mercer Road Lexington, Kentucky
LeRoy Miles	c/o First Security National Bank 167 West Main Street Lexington, Kentucky
Ted R. Osborn	c/o Real Estate Developer 228 North Upper Street Lexington, Kentucky
Guy S. Potts	c/o Fayette County Schools Lafayette Parkway Lexington, Kentucky
Frederick C. Rahdert	c/o General Telephone Company 2001 Harrodsburg Road Lexington, Kentucky
John M. Ridgway	c/o Lexington City Schools 120 Walton Avenue Lexington, Kentucky

John Selby	c/o Trane Company 480 Fairman Road Lexington, Kentucky
Robert Stilz	c/o Bank of Commerce 269 West Main Lexington, Kentucky
Ray Tobin	c/o Parker Seal Co. 817 East Third Street Lexington, Kentucky
Fred Von Stade	c/o WKYT - TVStation 1087 New Circle Road, NE Lexington, Kentucky
C. F. Vough	c/o IBM Corporation New Circle Road, NW
Fred Wachs	c/o Lexington Herald-Leader Co. 239 West Short Lexington, Kentucky
Walter Warren	c/o Womwell Automotive Parts 240 Clark Lexington, Kentucky
Reynolds Watkins	c/o Watkins and Associates, Inc. 446 East High Lexington, Kentucky
E. A. Whitmore	c/o Kentucky Glass Works Russell Cave Pike Lexington, Kentucky
Roy White	c/o Lexington Broadcasting Corporation Barr Street Lexington, Kentucky
Edwin Yeary	c/o Yeary Transfer Co., Inc. New Circle Road NE Lexington, Kentucky
W. T. Young	c/o W. T. Young Storage Inc. 225 Young Drive Lexington, Kentucky

The active members of the corporation shall be all persons or organizations who contribute annually to the corporation a sum of Ten dollars ($10.00) or more, but less than One Hundred Dollars ($100.00), and the sustaining members of the corporation shall be all persons or organizations who contribute annually to the corporation the sum of One hundred dollars ($100.00) or more. All members of the corporation may attend the annual and special meetings of the corporation and shall be entitled to vote at, in person or by proxy, and to receive notice of such meetings.

ARTICLE VI

The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any member,

trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to, or for the corporation in affecting one or more of its corporate purposes). In the event of any liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, trustee, officer of the corporation, or any group, association, or enterprise organized or operated for profit shall be entitled to share in the distribution of any of the corporate assets and when all debts, liabilities and obligations of the corporation have been paid and discharged or an adequate provision has been made therefor, all of the remaining property and assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations, which would then qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 and those Regulations as they now exist, or as they may be hereafter amended from time to time.

ARTICLE VII

No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation or participating in, or intervening in any political campaign on behalf of any candidate for public office.

ARTICLE VIII

The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE IX

Members of the corporation shall not be personally liable for any debt or obligation of the corporation solely by reason of being members.

IN TESTIMONY WHEREOF, witness our signatures this the 12 day of November, 1963.

LeRoy Miles

Ted Hardwick

Ted R. Osborn

STATE OF KENTUCKY)

SS

COUNTY OF FAYETTE)

I, the undersigned, a Notary Public, in and for the State and County aforesaid, do hereby certify that on this date the foregoing Articles of Incorporation of Junior Achievement of Lexington, Inc., were produced to me in my office and acknowledged and delivered by LeRoy Miles, Ted Hardwick and Ted R. Osborn, thereto be their respective acts and deeds.

In Testimony whereof, witness my signature this 12 day of November, 1963.

My Commission expires 8 A 64.

Notary Public, Fayette County, Ky.

This instrument prepared by the undersigned:

409 Central Bank Building

Lexington, Kentucky

ORIGINAL COPY
FILED AND RECORDED

Henry N. Barth

DEC 2 1963

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

BY: A. V. Lyon
ASSISTANT SECRETARY OF STATE