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# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky* certify that there has been delivered to my office articles of incorporation of **KENTUCKY SWIMMING, INC.**

The name and address of the registered agent of this corporation is \_\_\_\_\_  
**PHILLIP CALLIF**  
NAME **5800 BRITTANY VALLEY ROAD**  
RESIDENT ADDRESS **LOUISVILLE, KENTUCKY**  
CITY STATE \_\_\_\_\_

NOW, THEREFORE, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, **FRANCES JONES MILLS**, *Secretary of State*, issue this Certificate of Incorporation.



SECRETARY OF STATE

Issued this 11TH day of AUGUST, 19 83,  
at Frankfort, Kentucky.

*Frances Jones Mills*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
STATEMENT NUMBER

AUG 11 1983

*Samuel Hall*  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
KENTUCKY SWIMMING, INC.

The undersigned incorporator, Phillip E. Callif, 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 273.160 et seq.), with all the rights, privileges and immunities of a corporation organized as a qualified amateur sports organization to foster, national or international amateur sports competition within the meaning of Section 501(j)(2) and Section 501(c)(3) of the Internal Revenue Code, as amended, in accordance with the following provisions:

**308967**

ARTICLE I

Name

The name of the corporation is Kentucky Swimming, Inc.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes and Powers

A. The corporation is organized and operated to foster national or international amateur sports competition as a qualified amateur sports organization within the meaning of

Section 501(j)(2) of the Internal Revenue Code, as amended, and as such shall qualify under Section 501(c)(3) of the Internal Revenue Code, as amended. The corporation shall receive contributions and fees, and shall distribute its funds to foster national or international amateur sports competition, as hereinafter set forth. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes; provided, however, the corporation shall not have or exercise any power prohibited by the provisions of Paragraphs B and C.

B. It is expressly not the purpose of the corporation to carry on propaganda or otherwise attempt to influence legislation, nor to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office.

C. Any other provision of these articles to the contrary notwithstanding, the corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the corporation shall inure to the benefit of any private individual or member; and the corporation shall not carry on any activities denied to: (i) a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including prohibited transactions defined in Section 503 of the Code; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended.

D. Any other provisions of these articles to the contrary notwithstanding, this corporation shall, if the following provisions of law are ever applicable to it: (i) distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Internal Revenue Code of 1954, as amended; (ii) not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code, as amended; (iii) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended; (iv) not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended; and (v) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended.

E. In furtherance of the general purposes in Paragraph A, the particular purposes of the corporation are: (i) to promote and develop swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards and under the rules prescribed by the Federation Internationale de Natation Amateur (FINA), and United States Swimming, Inc. (USS); (ii) to perform any and all other activities relating to operations of amateur swim teams participating in national or international competition.

ARTICLE IV

Members

The corporation shall have such members as shall be admitted by the Board of Directors upon the terms and conditions specified in the Bylaws.

ARTICLE V

Directors

The corporation shall be governed by a Board of Directors consisting of seven (7) or more members, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors of the corporation shall consist of seven (7) persons who shall serve until the first annual election of Directors or until their successors are elected and qualify. The names and addresses of said directors are:

Dick Robinson	1643 Donelwal Lexington, Kentucky 40511
Gordon Ollis	Box 25 Jeffersonville, Indiana 47130
William Godfrey	Route 6, Box 234 Elizabethtown, Kentucky 42701
William Peak	2010 Trevillian Way P.O. Box 5202 Louisville, Kentucky 40205
Scott Miller	2010 Trevillian Way P.O. Box 5202 Louisville, Kentucky 40205
Sue Snow	3610 Coronado Drive Louisville, Kentucky 40222
Philip Callif	5800 Brittany Valley Road Louisville, Kentucky 40222

ARTICLE VI

Officers

The officers of the corporation will be composed of a chairman, an administrative vice-chairman, a group vice-chairman, a registration chairman, a coach's representative, an official's chairman, an athlete's representative, a secretary and a treasurer. The Directors may create such other offices and committees as they deem necessary for the proper administration of the corporation's business. The officers of the corporation shall be elected for such term and in such manner as is provided by law.

ARTICLE VII

Bylaws

The Bylaws for the corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

ARTICLE VIII

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 5800 Brittany Valley Road, Louisville, Kentucky 40222.

The name of the initial registered agent at that address is Phillip Callif.

ARTICLE IX

Exemption From Liability and Indemnification

The private property of the members and directors of the corporation shall be exempt from liability for any and all debts of the corporation.

The corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding. Further provisions for indemnification of officers and directors shall be specified in the Bylaws.

ARTICLE X

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment, of, all liabilities of the corporation, dispose of all corporate assets to such organization organized and operated exclusively for such purposes as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue

Code of 1954, or its successor, as the Board of Directors shall determine. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at that time, qualify as an exempt, organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or its successor.

ARTICLE XI

Incorporator

The name and address of the Incorporator is:

Philip K. Gullif  
5800 Brittany Valley Road  
Louisville, Kentucky 40222



Signed and acknowledged by the Incorporator at  
Louisville, Kentucky, this 4 day of August  
1983.

Phillip Blalock

COMMONWEALTH OF KENTUCKY )  
  : SS  
COUNTY OF Jefferson       )

I, the undersigned Notary Public in and for the Com-  
monwealth and County aforesaid, do hereby certify that Philip  
E. Gillif personally appeared before me and, after having been  
duly sworn, declared, acknowledged and verified the foregoing  
to be the Articles of Incorporation of Kentucky Swimming,  
Inc., this 4th day of August, 1983.

My commission expires: September 4, 1986

Mary A. Weaver  
Notary Public

**Deloitte  
Haskins + Sells**

Suite 2100  
Citizens Plaza  
Louisville, Kentucky 40202  
(502) 584-4114  
Cable DEHANDS

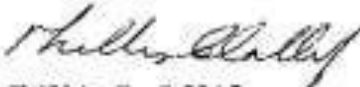
Secretary of State  
Capital Annex  
Frankfort, Kentucky

August 4, 1983

Dear Sirs:

Enclosed are three copies of the Articles of Incorporation of Kentucky Swimming, Inc., properly executed and notarized, and a check for \$25.00 for incorporating Kentucky Swimming, Inc. as a Non-Stock, Non-Profit Corporation in the Commonwealth of Kentucky.

Sincerely,



Phillip E. Callif

Enclosures

SECRETARY OF STATE  
**RECEIVED**

AUG 5 1983

COMMONWEALTH OF KENTUCKY