



ARTICLES OF INCORPORATION OF SOUTHERN INDIANA RUNNING CLUB, INC

The undersigned, desiring to form a Non-Profit Corporation pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (IC 23-17 et seq., hereinafter referred to as the "Act"), do hereby execute the following Articles of Incorporation and certify:

ARTICLE I – Name

The name of the corporation is Southern Indiana Running Club, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II – DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The primary purpose of the Corporation is to promote youth running, fitness, and personal development by organizing and conducting cross-country training and competitions for young athletes. The specific objectives and purposes of this Corporation shall include, but not be limited to:

1. Providing opportunities for youth ages 5-18 to participate in cross-country running programs, promoting healthy lifestyles, self-discipline, and sportsmanship.
2. Organizing and participating in Amateur Athletic Union (AAU), USA Track & Field (USATF), and Cross Country Coaches National Youth Championship (CCCNYS) events and competitions.
3. Encouraging inclusivity and fostering personal growth and teamwork among participants.
4. Promoting physical fitness, healthy living, and mental well-being in the community.

ARTICLE IV - NON-PROFIT PURPOSE

Southern Indiana Running Club is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section

Article V- Powers and Limitations

Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power: (a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes herein before set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Article VI- Type of Corporation

This Corporation is a public benefit corporation, which is organized for a public or charitable purpose.

ARTICLE VII - BOARD OF DIRECTORS

1. The initial Board of Directors shall consist of 3 directors. The number of directors may be increased or decreased from time to time by the bylaws, but shall not be less than three (3) but not more than four (4). The exact number of directors shall be specified or fixed in accordance with the corporation's Bylaws.
2. The names and addresses of the initial directors are as follows:
 - Brienne Fleming 4308 Loriann Blvd New Albany, IN 47150
 - Crystal Simpson 8307 Short St Georgetown, IN 47122
 - Eric Wright 3029 Bridlewood LN New Albany, IN 47150
 - Sarah Wright 3029 Bridlewood LN New Albany, IN 47150
3. Directors shall serve for a term of 1 year or until their successors are duly elected and qualified.
4. Appointment of Directors: All directors shall be elected or appointed to serve on the Board of Directors in the manner, and for the terms, provided in the Bylaws of the Corporation. Notwithstanding any contrary provisions in the Articles of Incorporation, the Board of Directors shall not have the power or authority to take or authorize any action

that shall deprive the corporation of its status as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE VIII - REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: Brienne Fleming
4308 Loriann Blvd New Albany, IN 47150

ARTICLE IX – INCORPORATOR

The name and address of the incorporator is: Brienne Fleming 4308 Loriann Blvd New
Albany, IN 47150

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any regular or special meeting of the Board, provided that written notice of the proposed amendment is given to each director at least 14 days prior to such meeting.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – Indemnification

Every person who is or was a director of the Corporation (as defined in I.C. 23-17-16-2) shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in IC 23-17-16-3 & 23-17-16-4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director of the Corporation, provided that such person is determined to have met the standard of conduct specified in IC 23-17-16-8. Subject to the requirements of I.C. 23-17-16-10, the Corporation shall proceed as provided in I.C. 23-17-16-12 to determine whether such person is entitled thereto. Every person who is or was an officer of the Corporation shall be indemnified and shall be entitled to an advancement of expenses, to the same extent as if such person were a director. Nothing contained in this Article shall limit or preclude the exercise of any right provided under the Act, the Corporation's Articles of Incorporation, its Bylaws, any general or specific action of the Board of Directors of the Corporation, or any contract relating to

indemnification of or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

In witness whereof, we have hereunto subscribed our names this __21__ day of August, 2024.

Brienne Fleming, President

Crystal Simpson, Co-President