

ARTICLES OF ORGANIZATION
OF

KENTUCKY CHAMBER WORKFORCE CENTER, LLC

The undersigned, serving as the organizer, pursuant to KRS Chapter 275, hereby executes and files the following Articles of Organization for the purpose of forming a Kentucky limited liability Entity under the Kentucky Limited Liability Entity Act (the “**Act**”):

ARTICLE I

NAME

The name of the limited liability entity is to be the Kentucky Chamber Workforce Center, LLC (the “**Entity**”).

ARTICLE II

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial registered office of the Entity is to be located at 464 Chenault Road, Frankfort, Kentucky 40601. The name of the Entity’s initial registered agent at that office is to be Ashli Watts.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Entity is to be located at 464 Chenault Road, Frankfort, Kentucky 40601.

ARTICLE IV

STATEMENT OF MANAGEMENT

The affairs of the Entity are to be managed by its board of manager(s), subject to the terms of the Entity’s Operating Agreement.

ARTICLE V

PURPOSE

The Entity is to be organized and operated exclusively for charitable purposes, including charitable, scientific or educational purposes, within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax law (the “**Code**”) and pursuant to the Act. The Entity shall act exclusively in furtherance of the charitable purposes of its Sole Member (as hereinafter defined).

In carrying out its purpose, the Entity shall have all the powers allowed limited liability companies by KRS Chapter 275; provided, however, that the Entity shall not have or exercise any power inconsistent with or prohibited by these Articles of Organization.

The Entity is to be organized and shall be operated exclusively for charitable purposes, consistent with Section 501(c)(3) of the Code, and no part of the Entity's earnings are to inure to the benefit of, or be distributable to, any private person or individual. The Entity shall not engage in any activity prohibited by Section 501(c)(3) of the Code.

No substantial part of the activities of the Entity is to include the carrying on of propaganda; or otherwise attempting to influence legislation, nor will the Entity participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Any other provision of these Articles of Organization to the contrary notwithstanding, the Entity shall, if the following provisions of law ever become applicable to it: (i) not engage in any act of self-dealing as defined in Section 4941 of the Code; (ii) distribute its income for each fiscal year at such time and in such manner so as to not be subject to the tax imposed by Section 4942 of the Code; (iii) not retain any excess business holdings as defined in Section 4943 of the Code; (iv) not make any investments in such manner as to subject the Entity to tax under Section 4944 of the Code; and (v) not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE VI

MEMBER; POWER TO AMEND ARTICLES OF ORGANIZATION

The Entity shall have one member, which is to be Kentucky Chamber Foundation, Inc., a Kentucky nonprofit corporation, recognized by the Internal Revenue Services as a tax-exempt organization under Section 501(c)(3) of the Code (the "**Sole Member**"). The rights and authorities of the Sole Member are to be set forth in the Entity's Operating Agreement, as amended from time to time. The Sole Member reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, these Articles of Organization, and the Operating Agreement, and all rights conferred upon the Sole Member herein are granted subject to this reservation, provided, that all such amendments are to be consistent with the requirements under Section 501(c)(3) of the Code.

ARTICLE VII

INDEMNIFICATION

The Entity shall indemnify managers and officers of the Entity for whom indemnification is permitted pursuant to the laws of the Commonwealth of Kentucky and to the fullest extent permitted by the Act. The Entity may indemnify employees, agents, or other persons for whom indemnification is permitted to the fullest extent permitted by the Act.

ARTICLE VIII

LIMITATION ON LIABILITY

To the fullest extent permitted by the Act, managers or officers and former managers or officers of the Entity shall not be liable to the Entity or its Sole Member for monetary damages for an act or omission in the manager's or officer's capacity as a manager or officer, respectively. No amendment of this Article is to adversely affect any right or protection of a manager or officer that exists at the time such amendment, modification or repeal.

ARTICLE IX

DISSOLUTION

Upon dissolution of the Entity, following the payment, satisfaction and discharge of its liabilities, the assets devoted to the Entity's charitable purposes are to continue to be devoted to charitable purposes and are to be distributed or transferred as provided in the Entity's Operating Agreement.

ARTICLE X

TERM

The Entity's term is to be perpetual, and the Entity shall dissolve at the time and in the manner as provided in the Entity's Operating Agreement.

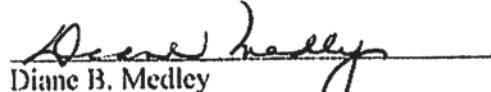
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The undersigned hereby certifies that the foregoing constitutes the Articles of Organization of the Kentucky Chamber Workforce Center, LLC.

Executed by the undersigned this 12th day of Feb, 2020.

Organizer:

KENTUCKY CHAMBER FOUNDATION, INC.


Diane B. Medley
Kentucky Chamber Foundation Board Chair

THIS INSTRUMENT PREPARED BY:


Michael N. Fine
WYATT, TARRANT & COMBS, LLP
500 West Jefferson Street
Suite 2800
Louisville, KY 40202-2898
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CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 14A, the undersigned, as the registered agent identified in Article II of the Articles of Organization of Kentucky Chamber Workforce Center, LLC (the "**Entity**"), hereby consents to serve the Entity in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Entity Act.



Ashli Watts