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NARI**Michael G. Adams**
Kentucky Secretary of State
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NOIR LENDING CDFI INC.

THE UNDERSIGNED, duly elected secretary of Noir Lending CDFI, Inc., hereby certifies that said corporation is a non-stock, non-profit corporation incorporated on April 03, 2023, under the laws of the Commonwealth of Kentucky, and, more particularly, Chapter 273 of the Kentucky Revised Statutes.

I further certify that Articles 2 and 4 through 7 incorporate amendments to the Articles of Incorporation, and that they supersede said Articles of Incorporation.

I further certify that the following Amended and Restated Articles of Incorporation were adopted at a meeting of the corporation Board of Directors held on April 3, 2023, that a quorum was present, and that said Articles received the vote of a majority of the Directors in office.

ARTICLE 1
NAME OF CORPORATION

The name of the corporation is Noir Lending CDFI, Inc. (the "Corporation").

ARTICLE 2
PURPOSE AND POWERS

The Corporation 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 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code.

Subject to this Article 2, the charitable and educational purposes for which the Corporation is organized shall be: As a mission-driven nonprofit Community Development lender, Noir Lending CDFI, Inc. fosters financial equity and wealth building opportunities within the Black community. Noir Lending identifies the credit needs that impede economic growth within the Black community and delivers responsive, affordable financial products and services to address those needs.

However, subject to This Article 2, the Corporation shall otherwise have the power and authority to transact any and all lawful business for which nonprofit corporations may be incorporated in Kentucky.

The Corporation may organize, promote, conduct, foster and assist, financially and otherwise, civic educational programs, activities and institutions. The Corporation may accept any conveyance of any interest in real property, private gifts, grants, donations, and other contributions to further the foregoing purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, if any, trustees, officers, or other private persons, 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 in the purpose clause hereof.

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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

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:

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;

The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

The Corporation shall not purchase nor retain any excess business holding as defined in section 4943(c) of the Code;

The Corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Code; and

The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE 3

PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the Corporation's principal office is 2900 W Broadway Suite 221, Louisville, Kentucky 40211 The name and address, including street and number, of its resident agent for service of process is John Shaw-Woo, 1515 S 3rd Street, Louisville, Kentucky 40208.

ARTICLE 4

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed and conducted by a board of directors. The appointment and approval of directors shall be as prescribed by the bylaws. Directors may make and adopt bylaws not inconsistent with the provisions of these Articles or the laws of the Commonwealth of Kentucky. The Corporation shall be governed by the Bylaws currently in effect, as they may in the future from time to time be amended.

Any director may be removed from office by the Board of Directors for reasons set forth in the Bylaws, as they may from time to time be amended. Notice of intent to remove must be sent to

the director in question at least fourteen (14) days prior to the meeting at which the action is to be taken. Said notice shall give the reasons for removal. A majority vote of the Directors present in a secret ballot, a quorum being present, shall be required for removal.

ARTICLE 5

DISTRIBUTION OF ASSETS UPON 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 Code, or 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 disposed of shall be disposed of by the circuit court 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 6

LIMITATION OF LIABILITY; INDEMNIFICATION

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) any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation; (ii) 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) any transaction from which such director derived an improper personal benefit. This Article 6 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.

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 2 of these Articles of Incorporation, the Corporation may indemnify each director, officer, employee or agent of the Corporation against expenses (including, but not limited to, reasonable 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 director, officer, employee or agent in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director, officer, employee or agent is, or is threatened to be made, a party because such director, officer, employee or agent is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a 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 director, officer, employee or agent of the Corporation shall be considered to be serving an employee benefit plan

at the Corporation's request if the duties of such director, officer, employee or agent to the Corporation also impose duties on or otherwise involve services by such director, officer, employee or agent to the plan or to participants in or beneficiaries of the plan.

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 2 of these Articles of Incorporation, the Corporation may pay or reimburse expenses (including, but not limited to, reasonable attorneys' fees) incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article 6 with respect to any director, officer, employee or agent 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 2 of these Articles of Incorporation (i) not be deemed exclusive of other rights, if any, to which such director, officer, employee or agent of the Corporation seeking such indemnification or advancement may be entitled under any bylaw, agreement, action of disinterested directors, or otherwise, as to any action by such director, officer, employee or agent in his or her official capacity as such or as to any action of such director, officer, employee or agent of the Corporation in any other capacity, (ii) continue to apply to a person who has ceased to be a director, officer, employee or agent of the Corporation, and (iii) inure to the benefit of the heirs, executors, and administrators of such a person.

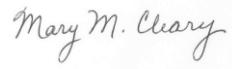
To the fullest extent authorized or permitted by, and in accordance with the provisions of Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article 2 of these Articles of Incorporation, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a 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 director, officer, employee or agent in that capacity or arising from such director, officer, employee or agent's status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify such director, officer, employee or agent against the same Liability under the provisions of this Article 6.

Any repeal or modification of this Article 6 by the Board of Directors shall not adversely affect any right or indemnity of a director, officer, employee or agent of the Corporation under this Article 6 with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE 7

Amendments to these Articles shall be made pursuant to the provisions of KRS 273.263 (or corresponding provision of any later State statute).

IN TESTIMONY WHEREOF, witness the signature of the secretary of this Corporation this 3rd day of April 2023.

A handwritten signature in cursive script that reads "Mary M. Cleary". The signature is written in dark ink on a light-colored, slightly textured background.

Mary Cleary,

Secretary

Noir Lending CDFI Inc. Board of Directors