

**ARTICLES OF INCORPORATION
OF
ACHIEVE ALLIANCE , INC.**

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Michael G. Adams
Kentucky Secretary of State
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The undersigned incorporator hereby forms a nonprofit corporation in accordance with the laws of the Commonwealth of Kentucky, under the provisions of KRS 273.161 to KRS 273.390, and hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is ACHIEVE Alliance, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, are as follows:

(a) The Corporation is irrevocably dedicated to and is organized and operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or its successor provision). The Corporation shall receive contributions and fees, and shall expend and distribute its funds for religious and/or charitable purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts, KRS 273.161 *et seq.*; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (a), (b), (c), (d) and, if applicable, (e) of this Article II.

(b) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation and the Corporation is not empowered to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. If Section 4945 of the Code is applicable to the Corporation, the Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code. If Section 4945 of the Code is not applicable to the Corporation, the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(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 shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section 501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In furtherance of, consistent with and subject to the general and controlling purposes and limitations set forth in this Article II, the Corporation shall have the following primary purposes:

(i) To facilitate collaboration between its members to accomplish the ACHIEVE vision (A Church In Every Village Everywhere, by 2033, by God's grace); to present the vision to the Body of Christ; and to raise funds to support the vision;

(ii) Where appropriate and subject to Article II, Section (a) above, to organize, promote, foster, assist (whether financially or otherwise), and conduct such religious and charitable enterprises, activities and institutions, as from time to time may be determined, selected or decided upon by the Corporation's Board of Directors consistent with the purposes stated in subsections (d)(i) above; and

(iii) To conduct such other activities and programs as are in furtherance of and consistent with the general purposes, including:

i) To accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation; and

ii) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 501(c)(3) of the Code.

(e) Any other provision of these Articles to the contrary notwithstanding, this Corporation shall, if the following provisions of law are 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 as not to be subject to the tax under 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 Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Duration

The Corporation shall have perpetual existence.

ARTICLE IV

Directors

The affairs of the Corporation shall be governed by a Board of Directors consisting of no fewer than three (3) members, the exact number and the manner in which they are elected or appointed to be established in the Corporation's Bylaws. The term of office of each director shall be as provided by the Corporation's Bylaws. Each Director so elected shall hold office for said term and until his or her respective successor shall have been duly elected and shall have accepted office. Directors may be removed from office during their term of office as provided in the Corporation's Bylaws.

ARTICLE V

Members

The Corporation shall have members with classes of membership and voting rights as set forth in the Corporation's Bylaws.

ARTICLE VI

Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any organization in which any of its Directors is an owner, director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

ARTICLE VII

Indemnification

Each person who is or was a Director or officer of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, Director or officer; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that

such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense, under the Kentucky Nonprofit Corporation Act, or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of members or Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under any other applicable law.

ARTICLE VIII

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to one or more organizations described in Section 501(c)(3) of the Code, with such assets to be used in a manner that is consistent with the general purposes set out above in Article II. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of Jefferson County, in the manner described above.

ARTICLE IX

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- (c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Amendment of Articles

These Articles of Incorporation may be amended only as follows: the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in the Bylaws for the giving of notice of a members meeting. The proposed amendment shall be adopted upon receiving a majority of the votes which members present at such meeting are entitled to cast.

ARTICLE XI

Initial Directors

The name and mailing addresses of the eight (8) Directors of the Corporation who are to serve until the first annual meeting of the Members, or until the first meeting called to elect the Board of Directors, are:

<u>NAME</u>	<u>ADDRESS</u>
Douglas Cobb	The Finishing Fund 8902 Coltsfoot Trace Prospect, KY 40059
Kurt Nelson	East-West-Ministries 2001 W. Plano Parkway, Ste 3000 Plano, TX 75075
Scott Cheatham	e3 Partners 2001 W. Plano Parkway, Ste 2600 Plano, TX 75075
Doug Lucas	Team Expansion 4112 Old Routt Road Louisville, KY 40299
Erik Laursen	New Covenant Missions P.O. Box 218 Coeur D Alene, ID 83816

Jared Nelms

The Timothy Initiative
P.O. Box 98177
Raleigh, NC 27624

David Johnson

Doulos Partners
700 Montgomery Hwy, Ste. 100
Birmingham, AL 35216

David Gibson

8691 Lake Riley Drive
Chanhassen, MN 55317

ARTICLE XII

Registered Office and Registered Agent

The initial registered agent and registered office of the Corporation are:

Douglas Cobb
8902 Coltsfoot Trace
Prospect, KY 40059

ARTICLE XIII

Principal Office

The mailing address of the principal office of the Corporation is:

8902 Coltsfoot Trace
Prospect, KY 40059

ARTICLE XIV

Incorporator

The name and mailing address of the incorporator of the Corporation are:

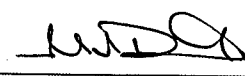
Douglas Cobb
8902 Coltsfoot Trace
Prospect, KY 40059

IN WITNESS WHEREOF, the undersigned incorporator hereby executes the foregoing Articles of Incorporation and acknowledges this to be the incorporator's act and deed this _____ day of JANUARY 2, 2025.



Incorporator

THIS INSTRUMENT PREPARED BY:



Mark T. MacDonald
WYATT, TARRANT & COMBS, LLP
250 West Main Street, Suite 1600
Lexington, KY 40507
859.233.2012

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**Consent of Initial Agent to Serve as
Registered Agent for Service of Process**

Douglas Cobb, having an address of 8902 Coltsfoot Trace, Prospect KY 40059, hereby agrees and consents to serve as registered agent for service of process for ACHIEVE Alliance, I. e.



Douglas Cobb