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<b>Michael G. Adams</b> <b>Kentucky Secretary of State</b>	
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
NSPIRE GROWTH FUND, INC.**

Nspire Growth Fund, Inc., hereby amends and restates its Articles of Incorporation pursuant to the provisions of KRS 273.267 and 273.273 of the Kentucky Nonprofit Corporation Acts (the “Act”) and states as follows:

1. The corporation’s name is Nspire Growth Fund, Inc., a Kentucky nonprofit corporation (the “Corporation”).
2. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as set forth on Exhibit A attached hereto and incorporated herein by reference.
3. The Corporation having a sole member, Park Community Credit Union Foundation, Inc., the foregoing amendment and restatement was adopted and approved by the Board of Directors of Park Community Credit Union Foundation, Inc., at their meeting on June 6, 2023.
4. These Amended and Restated Articles of Incorporation were duly adopted as required by law, correctly set forth the provisions of the Articles of Incorporation as heretofore and herein amended, and supersede the Articles of Incorporation.
5. These Amended and Restated Articles of Incorporation shall be effective as of the date and time of filing with the Secretary of State of the Commonwealth of Kentucky.

\* \* \*

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation on August 3, 2023.

**NSPIRE GROWTH FUND, INC.**

By: DocuSigned by:  
*Dana Johnson*  
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 Dana Johnson, Board Chair

**Exhibit A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
NSPIRE GROWTH FUND, INC.**

**ARTICLE I**

**Name**

The corporation's name is Nspire Growth Fund, Inc. (the "Corporation").

**ARTICLE II**

**Duration**

The Corporation shall have perpetual duration.

**ARTICLE III**

**Purposes, Powers, and Prohibited Activities**

1. **Purposes.** The Corporation is a Kentucky nonprofit corporation organized and operated exclusively for the following charitable purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code") and the Treasury Regulations promulgated thereunder (the "Regulations"), and as may qualify contributions to it for deduction under Section 170(c)(2) of the Code and the Regulations promulgated thereunder. In furtherance of the foregoing, the Corporation shall:

(a) Assist in the delivery of responsible, affordable capital and financial services to help low-income people and communities.

(b) Organize, foster, promote, assist, and conduct such other charitable and educational enterprises and activities, as from time to time may be determined, selected, or decided upon by the Corporation's Board of Directors.

(c) Engage in such acts as are calculated to foster charitable, benevolent, eleemosynary, educational, civic, patriotic, literary, cultural, and scientific activities and enterprises.

(d) Take and hold by gift, bequest, devise or purchase, either absolutely or in trust for any of the foregoing purposes, any property, real or personal, and to sell, exchange, transfer or convey such property (subject to such limitations as may be prescribed by law) and to invest and reinvest the same, and to apply the income and principal of such property or any accretion thereto as it may have at its disposal, in furtherance of the objects and purposes described above.

2. **Powers.** Except to the extent prohibited by these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Kentucky Nonprofit Corporation Acts (the “Act”), including without limitation, the general powers enumerated in KRS 273.171.

3. **Prohibited Activities.**

(a) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(b) No part of the Corporation’s income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. The Corporation is expressly precluded from advancing or loaning its Directors, officers or employees any money or property.

(c) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) The Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code.

(e) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of these Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts 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 IV**

### **Members**

While not required, the Corporation shall have such corporate members, with such voting rights, as are described in the Corporation’s Bylaws.

**ARTICLE V**  
**Board of Directors and Officers**

1. The Corporation's affairs shall be managed by a Board of Directors and by officers of the Board of Directors. The Board of Directors shall consist of not less than three (3) persons and of such number in addition thereto as may result from the procedures for appointment contained in the Corporation's Bylaws.

2. Meetings of the Corporation's Board of Directors shall be held at such times and at such places as the Corporation's Bylaws may specify.

3. The terms of office, powers and duties, election process, manner of acting, and the qualifications or criteria for office for Directors and officers shall be as provided in the Bylaws.

4. The Board of Directors of the Corporation may form committees with responsibility for reporting and making recommendations to the Board of Directors on such subjects as the Board of Directors may request and as set forth in the Corporation's Bylaws.

**ARTICLE VI**  
**Contracts or Transaction of Business with Directors and Officers**

No pecuniary profit shall be received by any Director or officer from the operations of the Corporation by reason of his or her status as a Director or officer. Any contract or transaction of business between the Corporation and one or more of its Directors or officers, or with any corporation or other legal entity of which any of its Directors or officers is a stockholder, director, trustee or officer, shall not be invalidated or affected solely by the fact that such Director or Directors, or officer or officers, have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, that a Director or officer who holds such a position or who has or may have such an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any such contract or transaction, although he or she may be counted in determining the existence of a quorum. In addition to the foregoing, the Corporation shall have and maintain a conflict of interest policy applicable to its officers and Directors.

**ARTICLE VII**  
**Dissolution**

Dissolution of the Corporation shall be accomplished in accordance with the Act or its successor. Upon dissolution of the Corporation, the Board of 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 as follows:

1. Assets held by the Corporation under condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

2. All other assets which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to Park Community Credit Union Foundation, Inc., if that organization is then eligible to receive such transfer or conveyance under the Code or, if that organization is not (a) in existence, or (b) so described, then to any other charitable organization designated by the Corporation's Board of Directors, so long as such charitable organization qualifies under the Code and uses such assets consistent with the Corporation's exempt purposes. In selecting such organizations to which to distribute the Corporation's assets, the Board of Directors shall give first priority to any successor organization of the Corporation; and second, to any other organizations or governmental entity with the same or substantially similar purpose to the Corporation. 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 such court shall determine, which are organized and operated exclusively under Section 501(c)(3) of the Code.

**ARTICLE VIII**  
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 VIII 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 VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE IX**  
Amendment of Articles

These Articles may only be amended with the approval of two-thirds of the Board of Directors of the Corporation.

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