

STILL I RISE USA, INC.,
a Kentucky non-profit corporation

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION

1249710.09	m Moore NARI
Michael G. Adams Kentucky Secretary of State Received and Filed: 4/12/2023 1:21 PM Fee Receipt: \$8.00	

WHEREAS, on December 30, 2022, the Kentucky Secretary of State accepted and filed the Articles of Incorporation (the "Articles") for **STILL I RISE, INC.**, a Kentucky non-profit corporation (the "Corporation"); and

WHEREAS, the Directors (as defined below) now seek to clarify the Articles for purposes of obtaining tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code; and

THEREFORE, pursuant to KRS 14A and KRS 273, the undersigned submits this First Amended and Restated Articles of Incorporation and, for that purpose, submits the following statements:

Article I. The name of the Corporation is: **STILL I RISE USA, INC.**

Article II. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including providing support to marginalized communities by assisting other charitable organizations with the advancement and provision of education services to vulnerable youth, focusing on refugee and conflict regions where limited governmental services exist, and 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, or the corresponding section of any future federal tax code.

Article III. 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 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 **Article II** above. 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, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV. The name of the registered agent is: **Neil Fairweather** and the street address of the corporation's initial registered office in Kentucky is **2400 Chamber Center Drive, Suite 200, Fort Mitchell, Kentucky 41017.**

Article V. The mailing address of the Corporation's initial principal office is: **2400 Chamber Center Drive, Suite 200, Fort Mitchell, Kentucky 41017.**

Article VI. The number of directors constituting the initial board of directors is 3.

Article VII. The names and mailing addresses of the persons (each a "Director") who are to serve as the initial board of directors are as follows:

Timothy Hall
1106 Brookstone Drive
Walton, Kentucky 41094

Ian Winans
607 Cole Street
Bushnell, Illinois 61422

Sarah Ruzek
1009 1/2 West Winnebago Street
Appleton, Wisconsin 54914

Article VIII. The name and street address of the incorporator is as follows:

Timothy Hall
1106 Brookstone Drive
Walton, Kentucky 41094

Article IX. 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, in furtherance of the purpose set forth in **Article II** above.

I declare under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing is true and correct.

/s/ Timothy Hall
Timothy Hall, Director

I, **Neil Fairweather**, consent to serve as the Registered Agent on behalf of the corporation.

/s/ Neil Fairweather
Neil Fairweather