



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

Division of Business Filings
Business Filings
P.O. Box 718,
Frankfort, KY 40602
(502) 564-3490

Articles of Incorporation
Non-profit Corporation

NAI

Please note: This form does not comply with 501 (C) status. You should contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is NOIR BLACK BANK INC.

Article II: The purpose for which the corporation is organized 501c3 Community Development Bank, federally insured 60% of its financing to low- and moderate-income communities

Article III: The name of the registered agent is NOIR BLACK CHAMBER OF COMMERCE INC.

and the street address of the corporation's initial registered office in Kentucky is

2900 W BROADWAY, SUITE 221	LOUISVILLE	KENTUCKY	40211
Street Address (No Post Office Box Numbers)	City	State	Zip Code

Article IV: The mailing address of the corporation's principal office is

2900 W BROADWAY, SUITE 221	LOUISVILLE	KENTUCKY	40211
Street or P.O. Box Number	City	State	Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is _____.

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

JOHN MAYS	2900 W BRAODWAY, SUITE 221	LOUISVILLE	KENTUCKY	40211
Name	Street or P.O. Box Number	City	State	Zip Code
SHIAO WOO	2900 W BRAODWAY, SUITE 221	LOUISVILLE	KENTUCKY	40211
Name	Street or P.O. Box Number	City	State	Zip Code
DAN HEFFERNAN	2900 W BROADWAY, SUITE 221	LOUISVILLE	KENTUCKY	40211
Name	Street or P.O. Box Number	City	State	Zip Code

Article VI: The name and mailing address of the incorporator is

NOIR BLACK CHAMBER OF COMMERCE INC.	2900 W BROADWAY, SUITE 221	LOUISVILLE	KENTUCKY	40211
Name	Street Address or P.O. Box Number	City	State	Zip Code
Name	Street Address or P.O. Box Number	City	State	Zip Code

Article VII: This application will be effective upon filing.

Please indicate if the following applies to your business ownership:

☐ Veteran Owned

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

	JOHN H. SHAW-WOO - CEO	05/19/2022
Signature of Incorporator	Print Name & Title	Date

I, NOIR BLACK CHAMBER OF COMMERCE INC., consent to serve as the registered agent on behalf of the corporation.

Print Name of Registered Agent

	JOHN H. SHAW-WOO - CEO	05/19/2022
Signature of Registered Agent	Print Name & Title	Date

**FILING INSTRUCTIONS
NON-PROFIT ARTICLES OF INCORPORATION**

NAME

The corporate name must contain the word "corporation," "incorporated," or the abbreviation: "Inc." or the word "corporation" or the abbreviation "Co.," but if the word "corporation" or the abbreviation "CO." is used it may not immediately proceed by the word "and" or the abbreviation "&." A corporation name must be distinguishable upon the records of the Office of the Secretary of State from any other name on record with the Office of the Secretary of State.

PURPOSE

Corporations may be organized under KRS 273.161 to 273.390 for any lawful purpose or purposes, including, without being limited to charitable benevolent; eleemosynary; educational; civic; patriotic; political; governmental; religious; social; recreational; fraternal; literary; cultural; athletic; scientific; agricultural; horticultural; animal husbandry; and professional, commercial, industrial or trade association; but labor unions, cooperative incorporations and incorporations subject to any of the provisions of the insurance laws or banking laws of this state may not be organized under KRS 273.161 to 273.390.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the business entity must be in Kentucky and maintain a street address (a PO Box is insufficient for the registered office address). In order to transact business in Kentucky, the registered agent shall be an individual resident of Kentucky, a Kentucky domestic corporation, a Kentucky domestic non-corporation, a Kentucky domestic limited liability company, a foreign corporation, a foreign non-corporation or a foreign limited liability company authorized to transact business in Kentucky. The registered agent is the individual or business designated to receive service of process in the event the business is party to a legal action. The company seeking formation shall not act as its own registered agent.

CONSENT OF REGISTERED AGENT

Unless the registered agent signs the certificate, the corporation must deliver with the certificate of authority, the registered agent's consent to the appointment. The registered agent must give written consent to act as agent on behalf of the corporation. If the registered agent is a corporation an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The person signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she signs.

PRINCIPAL OFFICE ADDRESS

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal designated office of the business entity is located. This address is where all correspondence from the Office of the Secretary of State (See Document Delivery) will be mailed.

DOCUMENT DELIVERY

A file stamped postcard will be sent to the principal office address. If the applicant wishes for the document to be sent to an alternate address other than the principal office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

DELAYED EFFECTIVE DATE AND TIME

The document will be effective on the date and time of filing.

ADDITIONAL ARTICLES OF INCORPORATION OR NEED TO MODIFY THE EXISTING FORM

If this form does not comply with the articles of incorporation that you wish to file (ie, additional articles, signatures, etc.), please disregard this form and send a drafted executed copy of the articles of incorporation according to KRS 271B to the address below.

BOARD OF DIRECTORS

The number of directors of a non-profit corporation shall not be less than 3. The directors constituting the first board of directors shall be named in the articles of incorporation and shall hold office until the first annual election of directors.

VETERAN-OWNED BUSINESS

KRS 14A.1-070(45) defines a veteran-owned business as one that is at least 51% unconditionally owned by one or more veterans, or in the case of a publicly-owned business, at least 51% of the stock is unconditionally owned by one or more veterans. KRS 14A.2-165 states that the fee for this filing is waived if the business is veteran-owned.

REQUIREMENTS FOR DOCUMENTS TO BE PROPERLY FILED

The documents must be signed by an incorporator.

FILING FEE

The filing fee for Articles of Incorporation for a non-profit corporation is \$8.00. Your check should be made payable to the "Kentucky State Treasurer."

MAILING ADDRESS

Michael Adams
Office of the Secretary of State
P.O. Box 718
Frankfort, KY 40602-0718

OFFICE LOCATION

Room 154, Capitol Building
700 Capital Avenue
Frankfort, KY 40601
Hours of Operation: 8:00 AM-4:30 PM ET

CONTACT INFORMATION AND NAME AVAILABILITY

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at www.sos.ky.gov or call 502-564-3490.

FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES: The non-profit corporation must file an **annual report** with the Office of the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Office of the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Office of the Secretary of State whenever a change has occurred involving any of the above categories. You may file your statement of change or annual report online at www.sos.ky.gov.