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Kentucky Secretary of State
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE CENTER FOR NONPROFIT EXCELLENCE, INC.**

Pursuant to the provisions of KRS 273.263, 273.267 and KRS 273.273, The Center for Nonprofit Excellence, Inc., a Kentucky nonprofit corporation hereby adopts the following Amended and Restated Articles of Incorporation (the “Amended and Restated Articles”):

FIRST: The corporation’s name is The Center for Nonprofit Excellence, Inc.

SECOND: The following text of the Amended and Restated Articles, amends, restates, replaces and supersedes all of the provisions of the Articles of Incorporation, as filed on July 11, 2002, and all amendments thereto, in their entirety:

ARTICLE I
Name

The nonprofit corporation’s name is The Center for Nonprofit Excellence, Inc. (the “Corporation”).

ARTICLE II
Purpose, 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) Provide training, consultation and other support services designed to enhance the mission and work conducted by nonprofit organizations.

(B) Commit to being an anti-racist organization, be actively conscious about race and racism, and work to end racial and other inequities (whether individual, systemic, or structural), including in all facets of the Corporation’s work such as board governance, membership, consulting, operations, communications, programs, and training.

(C) Participate, either directly or through a subordinate organization which is controlled by or affiliated with the Corporation, as a member, partner, associate or shareholder in any business organization in a manner that will permit the Corporation to act exclusively in furtherance of its charitable purposes within the meaning of section 501(c)(3) of the Code.

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

(E) 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, KRS 273.161 et seq. (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.

(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) If section 4945 of the Code is applicable to the Corporation, then 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, then the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(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 III

Duration

The Corporation's existence shall be perpetual.

ARTICLE IV

Membership

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

ARTICLE V

Board of Directors and Officers

The Corporation's affairs shall be managed by a Board of Directors, by officers of the Board of Directors and by executive officers of the Corporation. The Board of Directors shall consist of not less than five (5) persons and of such number in addition thereto as may result from the procedures for appointment contained 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 Corporation's operations 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, partner, member, 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

The Board of Directors may authorize the dissolution of the Corporation by a majority vote of the directors then in office. Upon the Corporation's dissolution, the Board of Directors shall direct the distribution of the Corporation's assets, after adequate provision for creditors shall have been made, to an organization or organizations, qualifying as charitable organizations pursuant to section 501(c)(3) of the Code to be used for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or to the federal, state, and/or local government for a public purpose. 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 purposes as described in Article II, Section 1 above. 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 said court shall determine, which are organized and operated exclusively under section 501(c)(3) of the Code.

ARTICLE VIII
Limitation of Director and Officer Liability

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

(A) For any transaction in which the director's or officer's personal financial interest is in conflict with the Corporation's financial interests;

(B) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director or officer to be a violation of law; or

(C) For any transaction from which the director or officer derives an improper personal benefit.

If the Act is amended after approval of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Act, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE IX
Amendments

These Articles may be amended or repealed by a three-quarters (75%) majority vote of the directors then in office.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

THIRD: The Board of Directors of the Corporation adopted and approved these Amended and Restated Articles at a duly convened meeting held in accordance with the Corporation's Bylaws on July 24, 2024. These Amended and Restated Articles received the majority vote of the directors then in office.

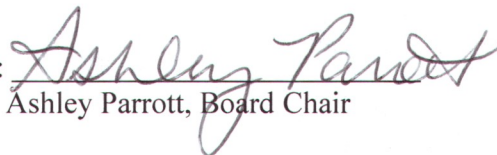
FOURTH: The Corporation has no members entitled to vote on these Amended and Restated Articles.

FIFTH: These Amended and Restated Articles shall take effect as of the date and time of their 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 9, 2024.

**THE CENTER FOR NONPROFIT
EXCELLENCE, INC.**

By: 
Ashley Parrott, Board Chair

THIS INSTRUMENT PREPARED BY:



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