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NARI**Michael G. Adams**
Kentucky Secretary of State
Received and Filed:
9/6/2023 10:03 AM
Fee Receipt: \$8.00**Amended & Restated****Articles of Incorporation of We Lead CS, Incorporated
A Non-Profit Corporation**

Amendment to limit purpose of the corporation as described in IRC Section 501(c)(3) (purpose clause), express that the corporation, other than as an insubstantial part of its activities, will limit its activities to those that further one or more the corporation's purposes, express that the corporation shall not directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, and express that, upon dissolution, the corporation's assets shall be distributed for one or more exempt purposes described under Section 501 (c)(3) purposes (dissolution clause).

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 shall be **We Lead CS, Incorporated.**

Article II: The purpose for which this organization is organized is to exclusively **provide computer science education and career preparation for high school students pursuant to KRS 157.809.**

Article III: The name of the registered agent is **Alicia J. Sells** and the street address of the corporation's initial registered office in Kentucky is **225 Hebron Road, Shelbyville, KY 40065.**

Article IV: The mailing address of the organization's principal office is **225 Hebron Road, Shelbyville, KY 40065.**

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

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

Robert Stafford
205 Blanche Davis Drive
Owenton, KY 40359

Heather Ackels
4884 Hunt Road, Apt. 206
Blue Ash, OH 45242

Jenna Gray
2257 US HWY 227
Carrollton, KY 41008

Article VII: 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 Third hereof. 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 VIII: 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, for a public purpose. 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 for such purposes.

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

Incorporator

Alicia J. Sells, President & CEO



09/06/2023

I, Alicia J. Sells, President & CEO, consent to serve as the registered agent on behalf of the corporation.



09/06/2023