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Michael G. Adams
Kentucky Secretary of State
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NON-PROFIT ARTICLES OF INCORPORATION

OF

The Well Incubator, Inc.

Pursuant to the provisions of KRS 273.247, the undersigned Corporation hereby executes these Articles of Incorporation:

ARTICLE I – NAME

1.01 Name

The name of the Corporation is **The Well Incubator, Inc.** The business of the corporation may be conducted as **The Well Incubator, Inc. d/b/a The Well Minority Incubator.**

ARTICLE II – DURATION

2.01 Duration

This Corporation shall have perpetual duration.

ARTICLE III – PURPOSE

3.01 Purpose

The corporation is organized and operated exclusively for non-profit purposes. In carrying out its corporate purposes, the Corporation shall have all the powers allowed to nonprofit corporations by KRS 273.131 et seq., that are not inconsistent with the Corporation’s qualification under Section 501(c)3 of the Kentucky Code of 1986, as amended (the “Code”)(or under any corresponding provision of any successor codification (a “Successor Code”) of the federal tax laws), as a corporation organized and operated exclusively for non-profit purposes; provided, however, that this corporation shall not, except an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation.

3.02 Purpose Detail

In furtherance of the general purposes stated in Paragraph 3.01, the particular purpose of the Corporation are:

- **Procure resources and raise funds for external services and continued educational experiences for the small minority business.**

- **Provide external services for minority small businesses.**
- **Promote workshops coverings finance and accounting, human resources, marketing, public relations, growth hacking and small business operation.**
- **Promote small business mentoring programs.**
- **Offer small business Coworking Space.**
- **Promote economic development and economic empowerment.**
- **Promote educational events and lifelong learning.**
- **Promote entrepreneurship-driven generational wealth.**

ARTICLE IV – NON-PROFIT NATURE

4.01 Non-Profit Nature

The Corporation's stated purposes shall be construed, and its operation shall be **conducted so as to qualify the Corporation under Section 501(c)3 of the Code (or any corresponding provision of any Successor Code)** as a corporation organized and operated exclusively for non-profit purposes.

The property of this Corporation, including all net earnings, is irrevocably **dedicated to non-profit purposes** and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person (except that reasonable compensation may be paid for services rendered to or for **the Corporation**).

Any and all of the Corporation's directors may be removed from office by a majority of the directors of the Corporation whenever in those directors' judgment such action would be in the best interest of the Corporation.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by **Section 4942 of the Code** or by any corresponding provision of any **Successor Code**.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or any corresponding provision of any **Successor Code**.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or any corresponding provision of any **Successor Code**.

The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code or any corresponding provision of any **Successor Code**.

The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code or any corresponding of any **Successor Code**.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligation of **The Well Incubator, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon the dissolution or winding up of the Corporation, all of the corporate assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for non-profit purposes, and which has established its tax exempt status under Section 501(c)3 of the Internal Revenue Code.

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, (II) 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 V – BOARD OF DIRECTORS

5.01 Governance

The Well Incubator, Inc. shall be governed by its board of directors.

5.02 Manner

The manner in which directors shall be chosen and removed from all, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies on the Board and the manner of calling and holding meetings of the Board of Directors shall be stated in the By-Law.

5.03 Number of Directors

The number of initial directors of the Corporation shall be six.

5.04 Initial Directors

The initial directors of the corporation shall be:

Kena J. Stith
2006 The Meadow Road
Louisville, KY 40223

Nicole Downs
2126 West Main Street
Louisville, KY 40212

Alisa V. Brady
1926 Goldsmith Lane, 78
Louisville, KY 40218

Jessica Wood
6413 Hackel Drive
Louisville, KY 40258

Tara Woods
5014 Broadmoor Blvd.
Louisville, KY 40218

Dr. Pamela McDaniel
1710 Bonnyville Blvd.
Louisville, KY 40216

ARTICLE VI – MEMBERSHIP

6.01 Membership

The Well Incubator, Inc. shall have no members. The management of the affairs of the corporation shall be vested in its board of directors, as defined in the corporation's bylaws.

ARTICLE VII – AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII – ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The mailing address of the principal office of the Corporation is **812 Lyndon Lane, Suite 210, Louisville, KY 40222.**

The physical address of the Corporation is **1704 Dixie Highway, Louisville, KY, 40210.**

ARTICLE IX -- APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The name and address of registered agent and authorized agent upon which process can be served is:

**Kena J. Stith
812 Lyndon Lane Suite 210
Louisville, KY 40222**

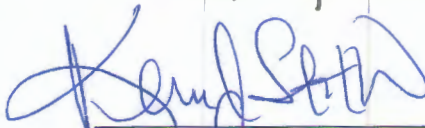
ARTICLE X -- INCORPORATORS

10.01 Incorporators

The name and address of the incorporator are as follows:

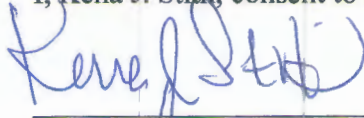
**Kena J. Stith
2006 The Meadow Road
Louisville, KY 40223**

In testimony whereof, the undersigned, being the persons named above as the incorporators, has executed these Articles of Incorporation on the 11th day of July, 2022



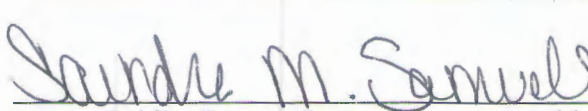
Kena J. Stith, Incorporator

I, Kena J. Stith, consent to serve as the registered agent on the behalf of the corporation.



Kena J. Stith, Registered Agent

My commission expires: 11-10-2024.



Notary Public, State-at-Large, Commonwealth of Kentucky