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Michael G. Adams
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONDUIT, INC.**

A Kentucky Non-Stock, Non-Profit Corporation

These Amended and Restated Articles of Conduit, Inc. (the “Corporation”) correctly set forth the provisions of the Articles of Incorporation of the Corporation, have been duly adopted as required by the Kentucky Nonprofit Corporation Act (or any successor codification of the law governing Kentucky non-stock, non-profit corporation) (the “Act”) and supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

ARTICLE 1

Name of Corporation; Duration

The name of the corporation is Conduit Apprenticeship Program, Inc., and shall be of perpetual duration.

ARTICLE 2

Purposes and Powers

2.1 The Corporation is organized exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (“IRC”), or such corresponding section of any future tax code, and under Chapter 273 of the Kentucky Revised Statutes (“KRS Chapter 273”). The Corporation may receive gifts, contributions, and grants of money or property from individuals, private organizations, public sources, and any agency of local, state or federal government.

2.2 The Corporation may exercise any and all powers possessed by nonstock, nonprofit corporations formed under KRS Chapter 273, but the Corporation shall not engage in activities which are impermissible for a corporation exempt from federal income tax under IRC § 501(c)(3).

2.3 The Corporation shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors or 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 Section 2.1 above.

2.4 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.

2.5 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 IRC § 501(c)(3) or (b) by a corporation contributions to which are deductible under IRC §170(c)(2).

ARTICLE 3
Principal Office

The mailing address of the Corporation's principal office is 407 E. 5th Street, Newport, Kentucky 41071.

ARTICLE 4
Board of Directors; Members.

4.1 The number of directors constituting the initial board of directors was three (3). The duly elected directors shall conduct the affairs of the Corporation, as set forth in the Bylaws.

4.2 The Corporation shall have no members.

4.3 The Board of Directors will adopt Bylaws not inconsistent with the provisions of these Articles of Incorporation or with the laws of the Commonwealth of Kentucky. Adoption of Bylaws and subsequent amendments thereof or hereof shall be effective upon the affirmative vote of a majority of the members of the Board of Directors at a meeting duly called for that purpose.

ARTICLE 5
Dissolution

Upon the dissolution of the Corporation, any remaining net assets of the Corporation shall be conveyed to such organization(s) as shall be selected by the Board of Directors; provided, however, that any such recipient organization shall qualify as an exempt organization under IRC § 501(c)(3).

These Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the Board of Directors on March 14, 2024.

CONDUIT, INC.

By:  _____
Jerry Beerman
Director