

**Amended and Restated
Articles of Incorporation of Better with Books Inc.**

Non-profit Corporation

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Michael G. Adams
Kentucky Secretary of State
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The undersigned, a majority of whom are citizens of the United States, a Non-Profit Corporation under the Non-Profit Corporation Law of KRS 273, do hereby certify:

Article I:

The name of the Corporation shall be Better with Books Inc.

Article II:

Better with Books Inc. is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Better with Books Inc. 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 the purpose clause hereof.

Article III:

The name of the registered agent is Whitney Hamilton and the street address of the corporation's initial registered office in Kentucky is 200 Burnam Court, Richmond, Kentucky 40475.

Article IV:

The mailing address of the corporation's principal office is 200 Burnam Court, Richmond, Kentucky 40475.

Article V:

The number of directors constituting the initial board of directors is 4. The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Whitney Hamilton, 200 Burnam Court, Richmond KY 40475

Rhonda Ortenburger, 7016 Golgotha Drive, Richmond, KY 40475

Sean Hamilton, 404 Tobiano Drive, Richmond, KY 40475

Emily Schneider, 2059 Moss Creek Court, Richmond, KY 40475

Article VI:

The name and mailing address of the incorporator is Whitney Hamilton, 200 Burnam Court, Richmond, KY 40475.

Article VII:

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from

federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VIII:

Better with Books Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Article IX:

Termination or dissolution of the Better with Books Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

Article X:

The organization to receive the assets of the Better with Books Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Better with Books Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Better with Books Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Kentucky.

Article XI:

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kentucky to be added to the general fund.

This business is not veteran owned.

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

Signature of Incorporator

Printed Name of Incorporator: Whitney Hamilton

Date: 7/31/23

I, Whitney Hamilton (registered agent), consent as the registered agent on behalf of the corporation.

Signature of Registered Agent

Printed Name of Registered Agent

Date: 7/31/23