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Michael G. Adams
Kentucky Secretary of State
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
INTERNATIONAL ASSOCIATION OF WORKFORCE PROFESSIONALS, INCORPORATED**

ARTICLE I: NAME

The name of the corporation shall be the International Association of Workforce Professionals, Incorporated (IAWP).

ARTICLE II: DURATION

The period of its duration is perpetual.

ARTICLE III: PURPOSE

The International Association of Workforce Professionals is organized exclusively for charitable, educational, religious, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purposes include, but are not limited to, contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: POWERS

The corporation shall have all powers necessary or convenient to carry out its purposes, including but not limited to the power to receive, administer, and expend funds in accordance with the Articles of Incorporation and for the purposes for which the corporation is organized.

ARTICLE V: NONPROFIT OPERATION

The corporation is a nonprofit organization. No part of its net earnings 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 herein.

ARTICLE VI: LIMITATION ON ACTIVITIES

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.

ARTICLE VII: MEMBERSHIP

Membership shall be open to individuals and entities interested in furthering the corporation's purposes, with categories, rights, and obligations as specified in the bylaws of the corporation. Membership may be terminated for reasons as set forth in the bylaws.

ARTICLE VIII: BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the bylaws. The number of directors, their manner of selection, term, and powers shall be as set forth in the bylaws of the corporation.

ARTICLE IX: OFFICERS

The officers of the corporation shall include a President, a President-Elect, a Secretary/Treasurer, and such other officers as may be elected in accordance with the provisions of the bylaws.

Amendment of the Articles of Incorporation

Authority and Procedure for Amendments:

1. *Authority to Amend:* The Board of Directors shall have the sole authority to adopt, amend, or repeal the Articles of Incorporation of the International Association of Workforce Professionals without the necessity of obtaining approval from the members of the corporation, to the extent such authority is consistent with the laws governing nonprofit organizations.
2. *Proposal of Amendments:* Any Director may propose an amendment to the Articles of Incorporation by submitting the proposed amendment in writing at a regular or special meeting of the Board of Directors. The proposal must include the text of the proposed amendment and a statement of the reasons for the amendment.
3. *Notice:* Notice of the proposed amendment, including the text and rationale, must be provided to all Directors at least 14 days before the meeting at which the amendment is to be voted upon.
4. *Approval:* Approval of any amendment to the Articles of Incorporation requires a majority vote of the entire Board of Directors. The vote may occur at a regular or special meeting for which proper notice has been given and at which a quorum is present.
5. *Filing and Recordkeeping:* Upon approval of an amendment, the corporation shall take all necessary steps to file the amendment with the appropriate state or governmental body as required by law. A copy of the amended Articles of Incorporation, along with a record of the approval vote, shall be maintained in the corporation's official records.
6. *Effectiveness:* An amendment to the Articles of Incorporation shall become effective upon its filing with the appropriate governmental authority, unless a later effective date is specified in the amendment.
7. *Communication:* After the amendment becomes effective, the corporation shall notify its members, staff, and other stakeholders of the amendment by posting on the organization's primary website.

ARTICLE X: DISSOLUTION

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 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 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.

ARTICLE XI: INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

Steven Bent
3267 Bee Caves Road, Suite 107-104
Austin, Texas 78746

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this day of May 31, 2024.

A handwritten signature in black ink that reads "Steven Bent". The signature is written in a cursive style and is positioned above a solid horizontal line that spans the width of the signature area.

Steven Bent
Incorporator
3267 Bee Caves Road, Suite 107-104
Austin, Texas 78746