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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF INCORPORATION OF  
COALITION FOR WORKFORCE DIVERSITY, INC.**

The undersigned Incorporator, Willie Byrd, executes these Articles of Incorporation (these “**Articles**”) for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky, with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or its successor provisions, in accordance with the following provisions:

**ARTICLE I**

Name

The name of the corporation is COALITION FOR WORKFORCE DIVERSITY, INC. (the “**Corporation**”).

**ARTICLE II**

Purposes, Powers, and Prohibited Activities

A. **Purposes.** The Corporation is a Kentucky nonprofit corporation organized and operated exclusively for the following charitable purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder (the “**Regulations**”), and as may qualify contributions to it for deduction under Section 170(c)(2) of the Code and the Regulations promulgated thereunder. In furtherance of the foregoing, the Corporation shall:

[1] Promote the employment of individuals with disabilities throughout the Commonwealth of Kentucky by providing educational and practical services to employers and individuals alike, as well as encouraging and supporting other chapters in the Commonwealth to provide the same;

[2] Educate employers on the benefits of employing individuals with disabilities, as well as to provide resources that assist employers in promoting open job positions to, and creating accessible work environments for, such individuals;

[3] Provide a space in which individuals with disabilities can discover and apply for jobs and prepare such individuals, through training and other means, to enter the workforce;

[4] Create a system in which employers and individuals with disabilities can learn, collaborate, and work together in productive and meaningful ways through the resources provided and the relationships fostered by the Corporation;

[5] Do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth.

B. **Powers.** Except to the extent prohibited by these Articles or by Section 501(c)(3) of the Code, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the provisions of the Kentucky Nonprofit Corporation Act (the "Act"), KRS 273.161 et seq., including without limitation, the general powers enumerated in KRS 273.171.

C. **Prohibited Activities.**

[1] The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

[2] No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. The Corporation is expressly precluded from advancing or loaning its Directors, officers or employees any money or property.

[3] The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

[4] The Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code.

[5] The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under

Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

[6] The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

Any other provision of these Articles to the contrary notwithstanding, if the following provisions of law are applicable to the Corporation, then it shall: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute such amounts for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

### **ARTICLE III**

#### **Registered Office and Agent**

The street address of the Corporation's registered office and the name of its registered agent at that address is:

Willie Byrd  
205 Castlerock Drive  
Shepherdsville, KY 40165

### **ARTICLE IV**

#### **Mailing Address**

The mailing address of the Corporation's principal office is:

205 Castlerock Drive  
Shepherdsville, KY 40165

### **ARTICLE V**

#### **Duration**

The Corporation shall have perpetual existence.

### **ARTICLE VI**

Members

The Corporation shall have no members.

**ARTICLE VII**

Directors

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of three (3) individuals. The terms of office, election process, manner of acting, qualifications for office and method for changing the number of Directors shall be as provided in the Corporation's Bylaws. The initial members of the Board of Directors are as follows, each of whom shall serve until the earlier of the election and qualification of his or her successor or his or her removal or resignation:

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| Willie Byrd              | Gina Stephen             | Gloria Falls             |
| 205 Castlerock Drive     | 205 Castlerock Drive     | 205 Castlerock Drive     |
| Shepherdsville, KY 40165 | Shepherdsville, KY 40165 | Shepherdsville, KY 40165 |

**ARTICLE VIII**

Dissolution

The Corporation's dissolution shall be accomplished in accordance with the Act or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all liabilities of the Corporation, dispose of all remaining corporate assets by distributing such assets to one or more organizations then described in Section 501(c)(3) of the Code (or its successor provision). Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, in the manner described above in this **Article VIII**.

**ARTICLE IX**

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

(a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

(b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or

(c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this **Article IX** to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this **Article IX** shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE X**

### **Contracts or Transaction of Business with Directors and Officers**

No pecuniary profit shall be received by any Director or officer from the operations of the Corporation by reason of his or her status as a Director or officer. Any contract or transaction of business between the Corporation and one or more of its Directors or officers, or with any corporation or other legal entity of which any of its Directors or officers is a stockholder, director, trustee or officer, shall not be invalidated or affected solely by the fact that such Director or Directors, or officer or officers, have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, that a Director or officer who holds such a position or who has or may have such an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any such contract or transaction, although he or she may be counted in determining the existence of a quorum. In addition to the foregoing, the Corporation shall have and maintain a conflict of interest policy applicable to its officers and Directors.

## **ARTICLE XI**

### **Amendment of Articles**

These Articles shall be adopted, and may be amended or repealed, only by the vote of a majority of the Directors then in office.

## **ARTICLE XII**

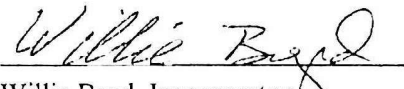
### **Incorporator**

The name and address of the incorporator of the Corporation  
(**"Incorporator"**) is:

Willie Byrd  
205 Castlerock Drive  
Shepherdsville, KY 40165

[End of Text]

Signed by the Incorporator in Shepherdsville, Kentucky, effective this 27<sup>th</sup> day of March, 2020.

  
Willie Byrd, Incorporator

THIS INSTRUMENT PREPARED BY:

  
Victoria Boland Fuller  
WYATT, TARRANT & COMBS, LLP  
400 West Market Street  
Suite 2000  
Louisville, KY 40202