

**ARTICLES OF INCORPORATION
OF
2CL, INC.**

The undersigned Incorporator executes these Articles of Incorporation for the purpose of forming and does hereby form a non-profit corporation under the laws of the Commonwealth of Kentucky, KRS 273.161, et seq., in accordance with the following provisions:

ARTICLE I

The name of the corporation is 2CL, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized to operate exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). In furtherance of these purposes, the corporation seeks to promote a safe, structured, and nurturing atmosphere that provides men in recovery a place to heal.

Consistent with the foregoing purposes, the corporation may engage in any lawful activity that may be incidental or reasonably necessary to any of the foregoing purposes, and may exercise all powers now or hereafter available to corporations organized under Chapter 273 of the Kentucky Revised Statutes.

ARTICLE IV

The corporation shall have no members.

ARTICLE V

The affairs of this corporation shall be governed by a board of directors. The board of directors shall be composed of at least three (3) members, which members may be changed by amendment to the corporation's bylaws. The bylaws shall provide for officers of the corporation which shall include, but not be limited to, a President, Vice President, Secretary and Treasurer. The number of directors and officers, as well as the manner in which they shall be nominated and elected, shall be provided in the bylaws of the corporation. The number of directors constituting the initial Board of Directors is four and the names and addresses of the persons who are to serve as the initial directors until the first meeting or until their successors be elected and qualified are:

Brian Wyatt
654 Whitney Drive
Paducah, KY 42001

Marlena Wyatt
654 Whitney Drive
Paducah, KY 42001

Sean Anderson
2160 Holt Road
Paducah, KY 42001

Russ Wilson
201 Wellington
Paducah, KY 42003

ARTICLE VI

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary or by operation of law,

- (a) This corporation shall not have or exercise any power of authority either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future

United States Internal Revenue Law), contributions to which are deductible for federal income tax purposes.

- (b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, 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 Article III hereof.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it 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 any candidate for public office.
- (d) Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for objects or purposes other than those set out in Article III hereof.

ARTICLE VII

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for the purposes set out in Article III hereof; or, alternatively, after making such provision for all liabilities, the Board of Directors shall dispose of all the remaining assets to an organization or organizations which shall at the time operate exclusively for charitable, educational or religious purposes and qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any of such assets not so disposed of by the Board of Directors shall be disposed of by the United States District Court for the State of exclusively for such purposes or to such exempt organization or organizations.

ARTICLE VIII

The address, including street and number, of the initial registered office of this corporation is 654 Whitney Drive, Paducah, Kentucky 42001. The name of the initial registered agent of the foregoing office is Marlena Wyatt.

ARTICLE IX

The mailing address of the principal office of the corporation is P.O. Box 1957, Paducah, Kentucky 42002-1957.

ARTICLE X

The name and address, including street and number, of the incorporator is Brian Wyatt, 654 Whitney Drive, Paducah, Kentucky 42001.

ARTICLE XI

Each person who is or was a director or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a director or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in each person's capacity as a director, officer or employee or arising out of such person's status as a director, officer or employee; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by

law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the director, officer or employee may at any time thereafter bring suit against the corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute or vote of board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE XII

No director shall be personally liable to the corporation for monetary damages for breach of his 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 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 shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the incorporator hereof has signed these Articles of Incorporation this 19th day of March, 2025.



BRIAN WYATT, Incorporator

COMMONWEALTH OF KENTUCKY)

SS.

COUNTY OF McCRACKEN)

On this 19 day of March, 2025, before me a Notary Public in and for the Commonwealth of Kentucky appeared BRIAN WYATT, to me known to be the person named in and who executed the foregoing instrument, and severally acknowledged that he executed the same freely and for the intents and purposes therein mentioned.

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NOTARY PUBLIC

KENTUCKY STATE AT LARGE

My commission expires: 9/15/25

Notary ID # 114WP35957

CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation of 2CL, Inc. ("Corporation") as the registered agent of the Corporation, hereby consents to serve in that capacity.

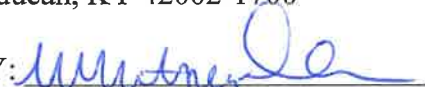

MARLENA WYATT

Date: March 19, 2025

I hereby certify that this
instrument has been prepared by:

Law Offices:

McMurry and Livingston, PLLC
201 Broadway, P. O. Box 1700
Paducah, KY 42002-1700

BY: 
WHITNEY J. DENSON