

Articles of Incorporation  
Of  
Onesimus USA, Inc

The undersigned, acting as incorporator of a non-profit corporation under the Kentucky Nonprofit Corporations Acts, pursuant to Kentucky Revised Statutes Chapter 273.161 et seq., adopts the following Article of Incorporation for such corporation (the "Corporation");

Article I

The name of the Corporation shall be Onesimus USA, Inc.

Article II

The corporation is organized exclusively for charitable, educational, and religious purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or similar subsequent tax laws. These activities shall include, but not be limited to, making distribution to or for the benefit of such charitable, scientific, religious, literary or educational organization as are exempt from Federal income tax under Section 501(c)(3) of the code. The Corporation may engage in any lawful activity which may be carried on by a corporation organized under Chapter 273 of the Kentucky Revised Statutes, but only to the extent permitted under Code Section 501(c)(3). Notwithstanding any other provision of these Article of Incorporation.

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- (b) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Code Section 501(c)(3), and its related Regulation as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Code Section 170(c)(2) and its related Regulation as they now exist or as they may hereafter be amended.
- (c) Upon dissolution of the Corporation on the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to another nonprofit organization which would then qualify under the provision of Code Section 501(c)(3) and its related Regulations as they now exist or as they may hereafter be amended.
- (d) The Corporation is organized pursuant to the Kentucky Nonprofit Corporation Acts and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

### Article III

The duration of the Corporation shall be perpetual.

### Article IV

The address of the registered office of the Corporation is 10909 Bardstown Woods Ct, Louisville, Kentucky, 40291, and the name of its registered agent at such address shall be Mike Ware. The Board of Directors may change such registered address and registered agent from time to time.

### Article V

The principal office of the Corporation shall be 10909 Bardstown Woods Ct., Louisville, Kentucky, 40291.

### Article VI

The Corporation shall have no members.

## Article VII

The business and affairs of the Corporation shall be governed by the Board of Directors. The initial Board of Directors shall consist of (3) directors, such person to serve as directors until the first annual election of directors and until their successors are elected, qualify, and have accepted their election. The number of directors may be amended from time to time by amendment to the Bylaws. The following officers of the corporation shall serve on the Board of Directors: The Executive Director, Secretary, and Treasurer. A director may be removed only for cause as set forth in the Bylaws of the Corporation. The names and mailing addresses of the initial directors are:

MIKE WARE  
10909 Bardstown Woods Ct  
Louisville, KY 40291

AMY WHELAN  
3315 Lexington Road  
Louisville, KY 40206

NEGA MEAZA ZELEKE  
3910 Miami Avenue  
Louisville, KY 40212

## Article VIII

If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed in a manner consistent with Kentucky law as follows:

- (a) All liabilities and obligation of the Corporation shall be paid and discharged, or adequate provision shall be made therefor,
- (b) Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes to one or more of the corporations, societies or organizations organized under the laws of any state that are exempt under Section 501(c)(3) of the Code and which are engaged in activities substantially similar to those of the dissolving corporation.

## Article IX

To the fullest extent permitted by, and in accordance with the provisions of Kentucky law, as the same exists or may hereinafter be amended, but only to the extent not in conflict or otherwise limited by or with any other provisions of those Articles of Bylaws of the Corporation, the Corporation shall indemnify each corporate director and officer or all liabilities that are incurred in connection with the defense of any threatened, pending or completed action, suit or proceeding, whether it is civil, criminal, administrative or investigative, to which such director or officer is threatened with or exposed to because of their service to the Corporation. This indemnification includes the expenses for attorneys and legal fees, and the costs of judgments, taxes, penalties, fines and amounts paid in settlement.

## Article X

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of such directors' duties as a director, provided that this provision shall not eliminate or limit the liability of a director for the following: (1) for any transaction in to which the director's personal financial interest is in conflict with the financial interest of the Corporation or its members; (2) the acts or omission not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (3) for any transaction from which the director derived an improper personal benefit.

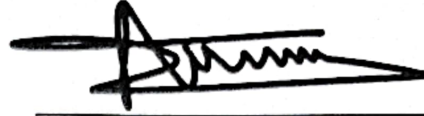
This Article shall continue to be applicable with response to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors, administrators, and personal representative.

## Article XI

The name and address of the incorporator of the Corporation is:

Nega Meaza Zeleke  
3910 Miami Avenue  
Louisville, KY 40212

IN WITNESS WHEREOF, the following incorporator executes these Article of Incorporation,  
this 28 day of July 2021.



NEGA MEAZA ZELEKE, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT**

I hereby consent: to serve as the initial registered agent for the above-named corporation.



MIKE WARE