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Michael G. Adams Kentucky Secretary of State	
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE KENTUCKY AFFORDABLE HOUSING COALITION, INC.
A Kentucky Non-Stock, Non-Profit Corporation**

These Amended and Restated Articles of Incorporation of The Kentucky Affordable Housing Coalition, Inc. (the “Corporation”) correctly set forth the provisions of the Articles of Incorporation of the Corporation, having been duly adopted as required by the Kentucky Nonprofit Corporation Act (or any successor codification of the law governing Kentucky non-stock, non-profit corporations) (the “Act”) and supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

ARTICLE I – Name of Corporation

The name of the corporation is The Kentucky Affordable Housing Coalition, Inc.

ARTICLE II – Purposes and Powers

(1) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of this ARTICLE II.

(2) The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended (“Code”) (references herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws), in such manner that no part of its income or property shall inure to the private benefit of any donor, director, officer or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered.

(b) The specific purposes of the Corporation are as follows:

(i) To promote, support and facilitate closer cooperation and understanding among stakeholders in the Kentucky affordable housing industry;

(ii) To promote, support and facilitate networking and educational opportunities for stakeholders in the Kentucky affordable housing industry;

(iii) To promote, support and encourage the establishment, maintenance and financing of affordable housing and related facilities and services throughout Kentucky;

(iv) To promote, support and encourage the development, rehabilitation and maintenance of low-income multifamily housing in Kentucky;

(v) To encourage and promote legislation and policy that supports the Kentucky affordable housing industry; and

(vi) To educate industry stakeholders and the general public about current policies, issues and best practices in the Kentucky affordable housing industry.

(c) As a particular purpose in furtherance of; consistent with, and subject to, the general and controlling purposes set forth in Sections (2)(a) and (2)(b) of this ARTICLE II, to organize, promote, foster, assist (whether financially or otherwise) and conduct such enterprises, activities and institutions as from time may be determined, selected or decided upon by the Board of Directors, consistent with the purposes stated above.

(d) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects:

(i) To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts and other securities and properties;

(iii) To give, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests or devises of property of any kind which any individual, firm, corporation or other entity may make to the Corporation, upon the terms, trusts and conditions set forth in the deed of gift, will or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee and therein to authorize any such corporate trustee to employ agents, attorneys, accountants and others in connection with the performance of any duty or trust arising under such agreement; and

(viii) To do any and all things which the 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, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(6) of the Code.

ARTICLE III – Duration

The Corporation shall have perpetual duration.

ARTICLE IV – Members

The Corporation shall have members. The Bylaws of the Corporation (the “Bylaws”) shall set forth the manner of appointment and the qualifications of the members. The voting rights of the members, if any, shall be as set forth in the Bylaws.

ARTICLE V – Board of Directors

(1) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its board of directors (the “Board of Directors”).

(2) The number of directors will be fixed in the Bylaws; provided, however, that the Board of Directors shall not consist of fewer than three individuals.

(3) A director may be removed as provided in the Bylaws.

(4) Vacancies on the Board of Directors shall be filled by the Board of Directors.

ARTICLE VI – Distribution of Assets Upon Dissolution

If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations 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 the Corporation subject to limitations permitting their use only for purposes consistent with the operation of the Corporation as a business league under section 501(c)(6) of the Code shall be transferred or conveyed to one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501(c)(6) of the Code.

(c) Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501(c)(3) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(d) Any assets not disposed of pursuant to the previous provisions of this ARTICLE VI shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code.

ARTICLE VII – Indemnification of Directors and Officers

(1) To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall indemnify each director and officer of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines and amounts paid in settlement (collectively, a "Liability"), incurred by such director or officer in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise.

(2) To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a director or officer of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

(3) The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE VII shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, not be deemed exclusive of other rights, if any, to which such director or officer of the Corporation seeking such indemnification or advancement may be entitled under the Bylaws or any agreement, action of disinterested directors or otherwise, both as to action in their official

capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

(4) Any repeal or modification of this ARTICLE VII shall not adversely affect any right or protection of a director or officer of the Corporation under this ARTICLE VII with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII – Elimination of Certain Liability of Directors

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation, (ii) for acts or omissions not in good faith or that involve intentional misconduct or are known to such director to be a violation of law or (iii) for any transaction from which such director derived an improper personal benefit. This ARTICLE VIII shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

ARTICLE IX – Private Property of Incorporator and Directors

None of the private property of the incorporator or any director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

ARTICLE X – Severability of Provisions

Except as may conflict with the provisions of ARTICLE II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

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These Amended and Restated Articles of Incorporation were duly adopted on June 5, 2024, by the affirmative vote of a majority of the directors in office.

The Kentucky Affordable Housing Coalition, Inc.

By:  _____

Name: Mike Hynes

Title: President

Date: 6.6.24 _____

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