

**ARTICLES OF INCORPORATION  
OF  
LACE QALICB, INC.**

The undersigned incorporator of a nonprofit corporation under the provisions of KRS 273.161 to 273.390, adopts the following articles of incorporation:

**Article I  
Name**

The name of the corporation is LACE QALICB, INC. (the “Corporation”).

**Article II  
No Members**

The Corporation will not have members.

**Article III  
Initial Directors**

The Corporation will initially have three directors, and the names and addresses of those three initial directors are as follows:

**Name and Address**

**Title**

Tiffany Brown, P.O. Box 1501, Louisville, KY 40201

First Designated Director

Nathan Hernandez, P.O. Box 1501, Louisville, KY 40201

Second Designated Director

Randall Webber, 325 East Kentucky St., Louisville, KY 40203-2709

Independent Director

**Article IV  
Purposes and Powers**

Section 4.1 General Purpose. The Corporation is organized and must be operated exclusively for charitable purposes for the benefit of, to perform the functions of, or to carry out the purposes of Louisville Association for Community Economics, Inc., a Kentucky nonprofit corporation (“LACE”), which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 4.2    Specific Purpose. The Corporation is intended to be a Type I supporting organization within the meaning of Section 509(a)(3) of the Code and Treasury Regulations Section 1.509(a)-4(i) that is organized and operated exclusively to benefit LACE.

Section 4.3    No Private Benefit. No part of the income or assets of the Corporation shall inure to the benefit of any private individual, and the Corporation shall have no capital stock, its object and purpose being solely of a charitable and benevolent nature, and not for individual pecuniary gain or profit any private individual.

Section 4.4    Influencing Legislation. No substantial part of the Corporation's activities may consist of carrying on propaganda, or otherwise attempting, in influence legislation.

Section 4.5    Political Campaigns. The Corporation may not 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.

Section 4.6    Contributions from Controlling Donors. The Corporation shall not accept any gifts or contributions from any controlling person as described in Treasury Regulations Section 1.509(a)-4(f)(5)(i).

Section 4.7    General Restrictions. Notwithstanding any provision in these Articles of Incorporation to the contrary, no part of the Corporation's assets may be used in any manner, and the Corporation may not participate in any activity, that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Code that is a Type I supporting organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of LACE.

## **Article V**

### **Liability of Directors and Uncompensated Officers**

The personal liability of a director or uncompensated officer to the Corporation or its members for monetary damages for conduct as a director or officer is eliminated to the fullest extent permitted by law.

## **Article VI**

### **Indemnification**

Section 6.1    Indemnification. The Corporation will indemnify an individual made a party to a proceeding because the individual is or was a director or officer of the Corporation against liability incurred in the proceeding to the fullest extent permitted by law.

Section 6.2    Advance for Expenses. The Corporation will pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law.

## **Article VII**

### **Distribution of Assets on Dissolution**

Upon dissolution, the Corporation must distribute its net assets to LACE, provided that if LACE no longer qualifies as an organization that is exempt from Federal income tax under Section 501(c)(3) of the Code, then the Corporation shall distribute its assets to one or more organizations that then qualifies for exemption from Federal income tax under Section 501(c)(3) of the Code, provided that any organization to which any assets of the Corporation are distributed incident to the Corporation's dissolution must be organized and operated in a manner which is consistent with the charitable purposes served by the Corporation or LACE. Any such assets not so disposed of shall be disposed of by any court of the Commonwealth of Kentucky with subject matter jurisdiction sitting in Jefferson County, Kentucky, to one or more organizations that then qualifies for exemption from Federal income tax under Section 501(c)(3) of the Code, as such court shall determine.

### **Article VIII Registered Office and Registered Agent**

The address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at that office are:

VCT Services Louisville LLC  
2303 River Road, Suite 301  
Louisville, KY 40206

### **Article IX Incorporator**

The name and address of the incorporator is:

VCT Services Louisville LLC  
2303 River Road, Suite 301  
Louisville, KY 40206

### **Article X Principal Office**

The mailing address of the Corporation's principal office:

P.O. Box 1501  
Louisville, KY 40201

IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 21 day of December, 2022.

VCT SERVICES LOUISVILLE, LLC, Incorporator

By: 

Scott R. Townsend, Manager

ACCEPTANCE OF REGISTERED AGENT

VCT Services Louisville LLC hereby consents to serve as the registered agent of LACE QALICB, INC.

VCT SERVICES LOUISVILLE LLC

By:   
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Scott R. Townsend, Manager