



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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Michael G. Adams
Kentucky Secretary of State
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Division of Business Filings
Business Filings
P.O. Box 718,
Frankfort, KY 40602
(502) 564-3490

Articles of Incorporation
Non-profit Corporation

NAI

Please note: This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the corporation is Friends of Code57 Inc.

Article II: The purpose for which the corporation is organized is Please see attached.

Article III: The name of the registered agent is Northwest Registered Agent LLC

and the street address of the corporation's initial registered office in Kentucky is

212 N. 2nd St.STE 100 Richmond KY 40475
Street Address (No Post Office Box Numbers) City State Zip Code

Article IV: The mailing address of the corporation's principal office is

212 N. 2nd St.STE 100 Richmond KY 40475
Street or P.O. Box Number City State Zip Code

Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is 3

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Table with 5 columns: Name, Street or P.O. Box Number, City, State, Zip Code. Rows include David Adjaye, Prince Hodezi, and Patrick Quayle.

Article VI: The name and mailing address of the incorporator is

Table with 5 columns: Name, Street Address or P.O. Box Number, City, State, Zip Code. Row includes Nat Smith.

(Additional articles not inconsistent with law may be stated in the space below or additional pages may be attached and incorporated by reference.)

☐ If checked, this is a veteran-owned business as defined by KRS 14A.1-070(45) (Include DD-214 forms of all prospective veteran-owners with redactions to remove social security numbers, dates of birth, and home addresses. Note: DD-214s will not be available for public view and will be destroyed after verification by the Secretary of State).

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Nat Smith Nat Smith 06/18/2024
Signature of Incorporator Print Name & Title Date

Northwest Registered Agent LLC, consent to serve as the registered agent on behalf of the corporation.
Print Name of Registered Agent

Taylor Newman, Assistant Secretary 06/18/2024
Signature of Registered Agent Print Name & Title Date

[Purpose Section:] This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to other similar organizations that qualify as tax-exempt organizations under the federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, besides the payment of reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. 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, intervene in (including the publishing or distribution of statements), or contribute organization proceeds to any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the federal tax code, or (b) by a corporation whose contributions to which are deductible under applicable provisions of the federal tax code.

[Distribution of Assets Section:] Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the applicable provisions of the federal tax code, or shall be distributed for a public purpose to the federal, state, or local government. Any such remaining assets shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine.