



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

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 Proto EdTech, Inc.

Article II: The purpose for which the corporation is organized is distribution of educational materials

Article III: The name of the registered agent is C T Corporation System

and the street address of the corporation's initial registered office in Kentucky is
306 W. Main Street, Suite 512 Frankfort KY 40601
Street Address (No Post Office Box Numbers) **City** **State** **Zip Code**

Article IV: The mailing address of the corporation's principal office is
15871 Teal Rd Verona KY 41092
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:

Name	Street or P.O. Box Number	City	State	Zip Code
Martyn Iles	15871 Teal Rd	Verona	KY	41092
David Cook	15871 Teal Rd	Verona	KY	41092
Paul Henderson	15871 Teal Rd	Verona	KY	41092

Article VI: The name and mailing address of the incorporator is
Matthew W Haapoja 10505 Wayzata Boulevard, Suite 101 Minnetonka MN 55305
Name **Street Address or P.O. Box Number** **City** **State** **Zip Code**

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

SEE ATTACHED

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

Check, if applicable: This entity is a retailer of authorized vapor products as defined by KRS 438.305(2).

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

Matthew W. Haapoja, Incorporator 3/14/25
Signature of Incorporator **Print Name & Title** **Date**

C T Corporation System consent to serve as the registered agent on behalf of the corporation.
Print Name of Registered Agent
By: C T Corporation System Rose Song Rose Song, Assistant Secretary 3.17.2025
Signature of Registered Agent **Print Name & Title** **Date**

**ATTACHMENT TO ARTICLES OF INCORPORATION
OF
PROTO EDTECH, INC.**

The following articles are incorporated within and comprise a portion of the Articles of Incorporation of Proto EdTech, Inc. ("Corporation").

**ARTICLE VII:
PURPOSE**

7.1 The purpose for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are to engage exclusively in activities entitling the Corporation to recognition of exemption from federal income taxation under Internal Revenue Code § 501(c)(3).

7.2 Except as otherwise limited herein, the Corporation shall have all power necessary or convenient to effect or transact any or all of the business or purposes for which the Corporation is organized and shall likewise have all the powers provided by the Kentucky Nonprofit Corporation Act ("Act").

7.3 The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Internal Revenue Code § 501(c)(3), or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code § 501(c)(3), or the corresponding section of any future federal tax code.

The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors, officers or other private persons. 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, 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 Section 7.1 hereof. 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 publishing or distribution of statements) 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 Internal Revenue Code § 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Internal Revenue Code § 170(c)(2), or the corresponding section of any future federal tax code.

**ARTICLE VIII:
BOARD OF DIRECTORS**

The management, conduct and control of the business of the Corporation shall be vested in a Board of Directors ("Board") consisting of not less than three (3) members and not more than a maximum number as provided for in the Bylaws of the Corporation. The number of directors constituting the Board and the tenure and office of each director shall be as set forth within the

Bylaws. Additional and successor directors shall be elected by majority vote of the then remaining directors.

**ARTICLE IX:
INDEMNIFICATION**

To the fullest extent permitted by Act (and as amended from time to time), and other applicable law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding brought by or on behalf of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member, director, or officer of the Corporation, shall be indemnified by the Corporation upon the affirmative vote of the Board at a duly held meeting of the Board called for such purpose, against expenses, including reasonable attorney fees, judgments, fines, penalties and amounts paid in settlement, actually and reasonably incurred by such person.

**ARTICLE X:
LIMITED LIABILITY**

To the fullest extent permitted by the Act, a director or officer of the Corporation shall not be civilly liable for an act or omission if the act or omission was in good faith, and within the scope of the person's responsibilities except for: (i) willful or reckless misconduct; (ii) an action or proceeding by the attorney general for breach of fiduciary duty as a director or officer; (iii) a cause of action to the extent it is based on federal law; (iv) a cause of action based on the person's express contractual obligations; or (v) an action or proceeding based on a breach of public pension plan fiduciary responsibility. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of directors and/or officers, then the liability of a director or officer of the Corporation in addition to the limitations on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this Article by the directors of the Corporation shall be prospective only and shall not adversely affect effect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such repeal or modification.

**ARTICLE XI:
NO MEMBERS; NO STOCK**

The Corporation shall have no members. The Corporation shall have no capital stock.

**ARTICLE XII:
WRITTEN ACTION OF DIRECTORS**

An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

**ARTICLE XIII:
AMENDMENTS**

These Articles of Incorporation and the Bylaws of the Corporation may be amended from time to time in the manner provided by the Act.

**ARTICLE XIV:
DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Internal Revenue Code § 501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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 or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XV:
PROTECTIVE PROVISIONS**

The Corporation shall not: (1) engage in any act of “self-dealing” (as defined in Internal Revenue Code § 4945(d); or (2) retain any “excess business holdings” (as defined in Internal Revenue Code § 4943(c)) which would give rise to any liability for the tax imposed by Internal Revenue Code § 4942.