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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF INCORPORATION  
OF  
KENTUCKY CANNABIS INDUSTRY ALLIANCE, INC.**

The undersigned Incorporator executes these Articles of Incorporation (the “Articles”) for the purpose of forming, and does hereby form, a nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges, and immunities of a corporation organized within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) (or corresponding section of any future federal tax code), in accordance with the following provisions:

**Article I**

The name of the nonprofit corporation is KENTUCKY CANNABIS INDUSTRY ALLIANCE, INC. (the “Corporation”).

**Article II**

(1) Any provision of these Articles 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 ARTICLE II of these Articles.

(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, the Corporation is organized for the purpose of promoting the common interests of its members within the meaning of Section 501(c)(6) of the Code. In order to fulfill this purpose, the Corporation shall:

i. Collaborate with members to promote, educate, advocate, research, and develop policy in support of and advancement of the cannabis industry in the Commonwealth of Kentucky;

ii. Work together with all relevant stakeholders to promote, educate, advocate, research, and develop policy in support of and in advancement of the cannabis industry in the Commonwealth of Kentucky;

iii. Convene key stakeholders around promoting, educating, advocating, researching, and developing policy in support of and in advancement of the cannabis industry in the Commonwealth of Kentucky;

iv. Act for and on behalf of the membership of the Corporation when necessary and pursuant to applicable law.

b. 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 Corporation's 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 Corporation's 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;

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 become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state;

viii. 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 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

ix. To do any and all things which the Corporation's 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.

c. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; the net earnings of the Corporation shall be devoted exclusively for charitable purposes and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in furtherance of Section 501(c)(6) purposes.

### **Article III**

The street address of the Corporation's initial registered office is 216 Golf Club Drive, Nicholasville, Kentucky 40356. The name of the Corporation's initial registered agent at that address is Vince Gabbert.

### **Article IV**

The mailing address of the Corporation's principal office is 216 Golf Club Drive, Nicholasville, Kentucky 40356.

### **Article V**

The name and mailing address of the Incorporator is Brad Derifield, 201 East Main Street, Suite 900, Lexington, Kentucky 40507.

### **Article VI**

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) Directors, the exact number, the voting rights, and the terms of each to be set in the manner provided for in the Bylaws of the Corporation (the "Bylaws"). The initial Board of Directors of the Corporation shall consist of three persons who shall serve until the first annual election of Directors or until their successors are elected and qualify as provided in the Bylaws. The names and mailing addresses of the Directors are:

John Paollela  
1057 Tantra Park Circle  
Boulder, CO 80305

Michael Goswami  
120 E. 4th St.  
Little Rock, AR 72201

Sean Clarkson  
120 E. 4th St.  
Little Rock, AR 72201

### **Article VII**

The Bylaws shall provide for such offices and committees as are necessary for the proper administration of the Corporation's activities. The officers of the Corporation shall be elected for such term and in such manner as is provided in the Bylaws.

### **Article VIII**

The Bylaws for the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

### **Article IX**

The private property of the Directors of the Corporation shall be exempt from liability for any and all debts of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Further provisions for indemnification of officers and directors may be specified in the Bylaws.

### **Article X**

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a director except for liability:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) For acts or omissions not taken in good faith or which involve intentional misconduct or are known to the directors to be a violation of law; or
- (c) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after the effective date of these Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

### **Article XI**

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all corporate assets to such organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code, and have purposes similar or complementary to those of the Corporation. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for such purposes as shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(6) of the Code.

#### **Article XII**

The Corporation shall have such members, with rights and obligations as are set forth in the Corporation's Bylaws. Unless otherwise agreed by the member in writing, no member shall be liable for the debts or obligations of the Corporation.

#### **Article XIII**

The duration of the Corporation shall be perpetual.

#### **Article XIV**

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any organization in which any of its Directors is an owner, director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

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**SIGNED AND ACKNOWLEDGED** by the Incorporator at Lexington, Kentucky, this 22<sup>nd</sup> day of November 2024.


  
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Brad Derifield, Incorporator

**WRITTEN CONSENT OF INITIAL REGISTERED AGENT**

The undersigned, Vince Gabbert, hereby consents to serve as initial registered agent of the Corporation, this 22<sup>nd</sup> day of November 2024.

  
\_\_\_\_\_  
Vince Gabbert, Registered Agent

**THIS INSTRUMENT PREPARED BY:**

  
\_\_\_\_\_  
Brad Derifield  
**McBRAYER PLLC**  
201 East Main Street, Suite 900  
Lexington, Kentucky 40507  
(859) 231-8780