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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
YES4JCPS, INC.**

The undersigned, serving as the incorporator, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, 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 for charitable purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the “Code”), or its successor provisions, in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation is Yes4JCPS, Inc. (the “Corporation”).

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, are as follows:

A. The Corporation is irrevocably dedicated to and is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Code. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts, KRS 273.161 *et seq.*; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs A, B or C of this Article II.

B. As limited by Section 501(c)(4) of the Code, the Corporation shall not devote more than an insubstantial part of its activities to participating or intervening in (including the publication or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to a corporation described in Section 501(c)(4) of the Code.

D. The primary purpose of the Corporation shall be to engage in promoting the common good and general welfare of the community.

ARTICLE III

Initial Registered Office and Agent

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

WT&C Corporate Services, Inc.
400 West Market Street
Suite 2000
Louisville, KY 40202

ARTICLE IV

Mailing Address

The mailing address of the Corporation's principal office is:

Yes4JCPS, Inc.
P.O. Box 6318
Louisville, KY 40206

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members nor more than fifteen (15) members, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of three (3) persons who shall serve until their successors are elected and qualified. The names and addresses of the initial Directors are:

Alice Houston
13200 Complete Court
Louisville, KY 40223

Franklin Jelsma
Suite 2000
400 W. Market Street
Louisville, KY 40202

Meredith Erickson
P.O. Box 6262
Louisville, Ky. 40206

Each Director shall continue as Director as provided in the Bylaws; however, notwithstanding any contrary provision in the Bylaws, any Director may be removed, with or without cause, at any time, by vote of two-thirds of the remaining Directors then in office. Upon

such removal, the resulting vacancy shall be filled by vote of the remaining members of the Board of Directors.

ARTICLE VII

Members

The Corporation shall have no members.

ARTICLE VIII

Contracts or Transaction of Business with Directors

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.

ARTICLE IX

Indemnification

Each person who is or was a Director or officer of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director or officer; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense, under the Kentucky Nonprofit Corporation Acts, or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of Board of Directors or otherwise. If this Article or any portion thereof shall be

invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under any other applicable law.

ARTICLE X

Dissolution

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 provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to one or more organizations described in Section 501(c)(3) or Section 501(c)(4) of the Code, with such assets to be used in a manner that is consistent with the general purposes set out above in Article II. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of Jefferson County, in the manner described above.

ARTICLE XI

Limitation of Director Liability

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 in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- (c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so 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 XII

Amendment

These Articles may be amended as provided in the Corporation’s Bylaws.

ARTICLE XIII

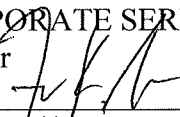
Incorporator

The name and address of the incorporator (“**Incorporator**”) is:

WT&C Corporate Services, Inc.
400 West Market Street
Suite 2000
Louisville, KY 40202

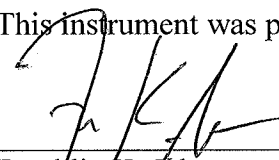
Signed by the Incorporator at Louisville, Kentucky, effective this 14th day of July, 2020.

WT&C CORPORATE SERVICES, INC.,
as Incorporator



Name: Franklin K. Jelsma
Title: President

This instrument was prepared by:



Franklin K. Jelsma
Wyatt, Tarrant & Combs LLP
Suite 2000
400 West Market Street
Louisville, KY 40202