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Michael G. Adams
Kentucky Secretary of State
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
KENTUCKY WOMEN’S NETWORK, INC.**


Pursuant to the provisions of KRS 273.267 and 273.273, the undersigned corporation hereby executes these Amended and Restated Articles of Incorporation.

- FIRST:** The name of the corporation is Kentucky Women’s Network, Inc. (the “Corporation”).
- SECOND:** The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as set forth in the attachment hereto and incorporated herein by reference.
- THIRD:** At its meeting held on February 25, 2023, the Board of Directors adopted a resolution setting forth the proposed Amended and Restated Articles of Incorporation.
- FOURTH:** The Corporation has no voting members.
- FIFTH:** All Articles, namely, Articles One through Ten of the Amended Articles of Incorporation of the Corporation have been amended and restated to read in their entirety as set forth in the attached document.
- SIXTH:** These Amended and Restated Articles of Incorporation of the Corporation (i) correctly set forth the provisions of the Articles of Incorporation as heretofore and herein amended; (ii) have been duly adopted as required by law; and (iii) supersede the original Articles of Incorporation of the Corporation and all amendments thereto.
- SEVENTH:** These Amended and Restated Articles of Incorporation of the Corporation shall become effective when filed.

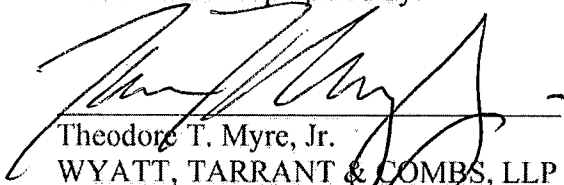
[END OF TEXT; SIGNATURE PAGE FOLLOWS]

Executed by the undersigned on behalf of the Corporation this 15th day of March, 2023.

THE KENTUCKY WOMEN'S NETWORK, INC.

By: 
Title: Chairperson

This instrument prepared by:


Theodore T. Myre, Jr.
WYATT, TARRANT & COMBS, LLP
400 West Market Street, Suite 2000
Louisville, Kentucky 40202

ARTICLE I

Name

The name of the corporation is the Kentucky Women's Network, 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 operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (the "Code", or its successor provision). In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts (the "Act"), 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), (c) and, if applicable, (d) of this Article II.

(b) As limited by Section 501(c)(4) of the Code, it is expressly not the purpose of the Corporation and the Corporation is not empowered to participate or intervene in 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: [i] a corporation described in Section 501(c)(4) of the Code.

(d) The primary purposes of the Corporation are to:

- (1) promote the common good, general welfare, civic betterment, and social improvement of the people of the Commonwealth;
 - (2) promote enlightened principles that embrace core democratic ideals;
 - (3) work to make those principles known to Kentuckians;
 - (4) organize members who will motivate others to become politically active;
 - (5) provide education about candidates who represent the democratic principles and support the Network's positions. Such political education will not be the primary activity of the Network;
 - (6) identify civic concerns and pursue solutions addressing those concerns;
- and

(7) support and partner with organizations whose goals and purposes complement those of the Network.

ARTICLE III

Mailing Address

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

P.O. Box 910246
Lexington, Kentucky 40591

ARTICLE IV

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members.

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Members

The Corporation has no members as that term is defined in KRS 273.161(7).

ARTICLE VII

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 VIII

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 payment or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to such organization(s) as shall at the time qualify as exempt under Code Sections 501(c)(3) or 501(c)(4) and have purposes similar or complementary to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Fayette County, Kentucky, as described in this Article VIII.

ARTICLE IX

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 X

Amendment of Articles

These Articles may be amended as provided in the Corporation's Bylaws, or if such Bylaws are silent, as provided in the Act.