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<b>Michael G. Adams</b> <b>Kentucky Secretary of State</b> Received and Filed: 9/25/2023 12:08 PM Fee Receipt: \$40.00	

# **ARTICLES OF ORGANIZATION OF OUR PLACE AT BEN WASHER PARK, LLC**

The undersigned, serving as the organizer, pursuant to KRS Chapter 275, hereby executes and files the following Articles of Organization for the purpose of forming a Kentucky nonprofit limited liability company under the Kentucky Limited Liability Company Act (the “Act”):

## **ARTICLE I**

### **NAME**

The name of the limited liability company is to be Our Place at Ben Washer Park, LLC (the “Company”).

## **ARTICLE II**

### **INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The initial registered office of the Company is to be located at 501 W. Kenwood Drive, Louisville, Kentucky 40214. The name of the Company’s initial registered agent at that office is to be Stacy Bailey-Ndiaye.

## **ARTICLE III**

### **INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Company is to be located at 535 W. Kentucky St, Louisville, Kentucky 40203.

## **ARTICLE IV**

### **STATEMENT OF MANAGEMENT**

The affairs of the Company are to be managed by its Member, subject to the terms of the Company’s Operating Agreement.

## **ARTICLE V**

### **PURPOSE**

The Company is to be organized and operated exclusively for charitable purposes, including charitable, scientific or educational purposes, within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax law (the “Code”) and pursuant to the Act. The Company shall act exclusively in furtherance of the charitable purposes of its Sole Member (as hereinafter defined).

In carrying out its purpose, the Company shall have all the powers allowed limited liability companies by KRS Chapter 275; provided, however, that the Company shall not have or exercise any power inconsistent with or prohibited by these Articles of Organization.

The Company is to be organized and shall be operated exclusively for charitable purposes, consistent with Section 501(c)(3) of the Code, and no part of the Company's earnings are to inure to the benefit of, or be impermissibly distributable to, any private person or individual. The Company shall not engage in any activity prohibited by Section 501(c)(3) of the Code.

No substantial part of the activities of the Company is to include the carrying on of propaganda, or otherwise attempting to influence legislation, nor will the Company participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Any other provision of these Articles of Organization to the contrary notwithstanding, the Company shall, if the following provisions of law ever become applicable to it: (i) not engage in any act of self-dealing as defined in Section 4941 of the Code; (ii) distribute its income for each fiscal year at such time and in such manner so as to not be subject to the tax imposed by Section 4942 of the Code; (iii) not retain any excess business holdings as defined in Section 4943 of the Code; (iv) not make any investments in such manner as to subject the Company to tax under Section 4944 of the Code; and (v) not make any taxable expenditures as defined in Section 4945 of the Code.

## **ARTICLE VI**

### **MEMBER; POWER TO AMEND ARTICLES OF ORGANIZATION**

The Company shall have one member, which is to be Bridge Kids International, Inc., a New York not-for-profit corporation, recognized by the Internal Revenue Services as a tax-exempt organization under Section 501(c)(3) of the Code (the "**Sole Member**"). The rights and authorities of the Sole Member are to be set forth in the Company's Operating Agreement, as amended from time to time. The Sole Member reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, these Articles of Organization, and the Operating Agreement, and all rights conferred upon the Sole Member herein are granted subject to this reservation, provided, that all such amendments are to be consistent with the requirements under Section 501(c)(3) of the Code.

## **ARTICLE VII**

### **LIMITATION ON LIABILITY**

To the fullest extent permitted by the Act, officers of the Company shall not be liable to the Company or its Sole Member for monetary damages for an act or omission in the officer's capacity as an officer. No amendment of this Article is to adversely affect any right or protection of an officer that exists at the time such amendment, modification or repeal.

## **ARTICLE VIII**

### **DISSOLUTION**

Upon dissolution of the Company, following the payment, satisfaction and discharge of its liabilities, the assets devoted to the Company's charitable purposes are to continue to be devoted to charitable purposes and are to be distributed or transferred as provided in the Company's Operating Agreement.

## **ARTICLE IX**

### **TERM**

The Company's term is to be perpetual, and the Company shall dissolve at the time and in the manner as provided in the Company's Operating Agreement.

*[End of Text; Signature Page Follows]*

The undersigned hereby certifies that the foregoing constitutes the Articles of Organization of Our Place at Ben Washer Park, LLC.

Executed by the undersigned this 22 day of September 2023.

**Organizer:**

BRIDGE KIDS INTERNATIONAL, INC.

By: 

Name: Stacy Bailey-Ndiaye  
Title: Executive Director

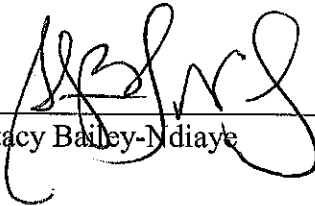
THIS INSTRUMENT PREPARED BY:



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### CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 14A, the undersigned, as the registered agent identified in Article II of the Articles of Organization of Our Place at Ben Washer Park, LLC (the "**Company**"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.

  
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Stacy Bailey-Ndiaye