

**AMEND AND RESTATED ARTICLES  
OF  
MEN AND JESUS MINISTRY, INC.**

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<b>Michael G. Adams</b> Kentucky Secretary of State Received and Filed: 1/2/2024 4:05 PM Fee Receipt: \$8.00	

Pursuant to the provisions of KRS 273.267, the following Articles of Amendment to the Articles of Incorporation of **MEN AND JESUS MINISTRY, INC.**, a Kentucky non-profit corporation (the "Corporation"), are hereby adopted:

1. The name of the Corporation is "MEN AND JESUS MINISTRY, INC."
2. The Articles of Incorporation of the Corporation dated and filed with the Kentucky Secretary of State on December 29, 2023, is hereby amended to add the following Articles:

"ARTICLE VII: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to another local charity, or to a state or local government, for a public purpose.

ARTICLE VIII: The Corporation shall abide by the following conflict of interest policy:

A. Purpose.

The purpose of the Conflict of interest policy is to protect the Corporation's (the "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not supplant any applicable state and federal laws governing conflict of interest applicable to nonprofit or charitable organizations.

B. Definitions.

1. Interested Person: Any director or principal officer with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
  - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.

- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrange with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

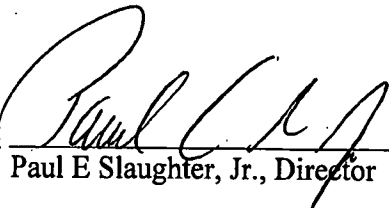
A financial interest is not necessarily a conflict of interest. Under Section C92) below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board decides that a conflict of interest exists.

C. Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
  - a. An interested person may make a presentation at the governing board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction and arrangement involving the possible conflict of interest.
  - b. The Chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternative to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board shall determine whether the organization can obtain with responsible efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best

interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3. The amendment was adopted by the Corporation's Board of Directors by unanimous written consent effective as of December 29, 2023.

By  \_\_\_\_\_  
Paul E Slaughter, Jr., Director

Dated: December 29, 2023