



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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Michael G. Adams
Kentucky Secretary of State
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Division of Business Filings
Business Filings
P.O. Box 718,
Frankfort, KY 40602
(502) 564-3490

Articles of Incorporation
Non-profit Corporation

NAI

Please note: This form does not automatically confer tax-exempt status. For additional information, contact the Internal Revenue Service prior to filing the Articles of Incorporation.

Pursuant to KRS 14A and KRS 273, the undersigned hereby forms a nonprofit corporation and for that purpose sets forth the following:

Article I: The name of the corporation is Civitas Foundation, Inc.

Article II: The purpose for which the corporation is organized is to support economic prosperity for LGBTQ+ persons and business owners through assistance in starting, funding, and/or expending their business as well as advocate for entrepreneurs.

Article III: The name of the registered agent is Bryce Cariel

and the street address of the corporation's initial registered office in Kentucky is

324 E. Main Street, #421, Louisville, KY 40202

Street Address (No Post Office Box Numbers)	City	State	Zip Code
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Article IV: The mailing address of the corporation's principal office is

324 E. Main Street, #421, Louisville, KY 40202

Street or P.O. Box Number	City	State	Zip Code
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Article V: The number of directors (minimum of three (3) required) constituting the initial board of directors is 3

The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Bryce Cariel	324 E. Main Street, #421	Louisville	KY	40202
Name	Street or P.O. Box Number	City	State	Zip Code
Benjamin Schneider	8334 Curzon Avenue	Cincinnati	OH	45216
Name	Street or P.O. Box Number	City	State	Zip Code
Brad Aubrey-Woods	3503 Olive Road	Louisville	KY	40219
Name	Street or P.O. Box Number	City	State	Zip Code

Article VI: The name and mailing address of the incorporator is

Cheryl L. Borland	810 Sycamore Street, 5th Floor	Cincinnati	OH	45202
Name	Street Address or P.O. Box Number	City	State	Zip Code

Name	Street Address or P.O. Box Number	City	State	Zip Code
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(Additional articles not inconsistent with law may be stated in the space below or additional pages may be attached and incorporated by reference.)

See Attached Exhibit A

☐ If checked, this is a veteran-owned business as defined by KRS 14A.1-070(45) (Include copies of DD-214 forms or active duty military IDs of all prospective veteran-owners with redactions to remove social security numbers, dates of birth, and home addresses. Note: DD-214s and military ID images will not be available for public view and will be destroyed after verification by the Secretary of State).

Check, if applicable: ☐ This entity is a retailer of authorized vapor products as defined by KRS 438.305(2).

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

	Cheryl L. Borland, Incorporator	4/1/2025
Signature of Incorporator	Print Name & Title	Date

<u>Bryce Cariel</u>	consent to serve as the registered agent on behalf of the corporation.	
Print Name of Registered Agent		

	Bryce Cariel, Executive Director	3/29/25
Signature of Registered Agent	Print Name & Title	Date

ADDENDUM TO THE ARTICLES OF INCORPORATION FOR CIVITAS FOUNDATION,
INC.,

A KENTUCKY NON-PROFIT CORPORATION

7. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The specific purposes for which the Corporation is formed are to support economic prosperity for LGBTQ+ persons and businesses owners through assistance in starting, funding, and/or expanding their businesses in Kentucky and Ohio region by providing education, technical assistance and counseling and by serving as an advocate for business owners, entrepreneurs, and corporations, other not-for-profit organizations, and government agencies. The Corporation may also make distributions to other organizations that qualify as exempt organizations under the Code and conduct activities consistent with such purposes and the nonprofit corporation laws of the Commonwealth of Kentucky.

8. The Corporation shall receive and administer funds for the benefit of the Corporation, or its Successor and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal, or missed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

9. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision within these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law).

10. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusive for such purposes.