

**ARTICLES OF INCORPORATION
OF
THE JUSTICE RESOURCE FUND, INC.**

March 4, 2025

The undersigned incorporator, desiring to form a Kentucky non-profit corporation, without capital stock or stockholders, pursuant to the provisions of the KRS 273.161 *et seq.*, as amended (hereinafter referred to as the “Act”), hereby executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is The Justice Resource Fund, Inc. (hereinafter referred to as the “JRF”).

ARTICLE II

Purposes and Powers

Section 1. Purposes. The purposes for which the JRF is formed are primarily charitable and educational including, but not limited to, (a) furthering the charitable, educational, literary and scientific purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) (reference herein to sections or provisions of the Code shall be deemed to include and refer to, the extent applicable, any similar sections or provisions of any subsequent Federal tax laws), and limited thereby; (b) recognizing and providing financial support to the organizations which promote justice, equity, and access to legal services, and (c) perpetuating the above purposes in the event of dissolution by distributing any and all assets to a successor organization similarly dedicated to charitable, and literary purposes as defined by the Code. In addition, the JRF is formed for the purpose of assisting and engaging in all activities which serve charitable, educational, literary or scientific purposes, which are permitted by the Act, and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501(c)(3) of the Code, and the regulations issued pursuant thereto, as amended (the “Regulations”), and to perform any purpose for which not-for-profit corporations are authorized under the Act. Nothing contained in these Articles of Incorporation shall be construed to authorize the JRF to engage in any activities or perform any functions which are not within the definitions of charitable, educational, or literary purposes as set forth in Section 501(c)(3) of the Code and Regulations.

Section 2. Powers. The JRF shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are in furtherance of the purposes expressly provided for in this Article II and as are in furtherance of activities permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future Federal tax law).

Subject to any limitations or restrictions imposed by law, these Articles of Incorporation or any amendment hereto, the JRF shall have the following general rights, privileges and powers:

- (a) To sue, be sued, complain, and defend in the JRF's name;
- (b) To solicit and acquire funds by gift, grant, transfer, exchange or otherwise, and to transfer and otherwise dispose of any funds it so acquires in keeping with the purposes and applicable law as set out in this Article II;
- (c) To have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument;
- (d) To make and amend by-laws not inconsistent with the JRF's Articles of Incorporation or with Kentucky law for managing the affairs of the JRF;
- (e) To maintain any funds acquired in an interest-bearing checking or money market account at a federally insured bank located in Jefferson County, Kentucky.
- (f) To conduct the JRF's activities, locate offices, and exercise the powers granted by this Article II inside or outside Kentucky;
- (g) To appoint persons to serve as Directors and Officers on the Board of Directors (the "Board") of the JRF, and appoint employees and agents of the JRF, and define the duties Directors, Officers, employees and agents in accordance with the by-laws of the JRF (the "By-Laws");
- (h) To do any and all things which the President of the JRF (the "President") in consultation with the Board may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the JRF is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of the Act, or any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(3) of the Code;
- (i) To make donations not inconsistent with law for the public welfare, charitable or educational purposes and for other purposes described in these Articles of Incorporation that further the JRF's interest;
- (j) To have and exercise powers of a trustee as permitted by law;
- (k) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the JRF;
- (l) To accept gifts, grants, bequests or devises, which any individual, firm, corporation, organization, governmental entity or other entity may make to the JRF, upon the terms, trusts and conditions set forth in the deed of gift, agreement, will or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with

the powers set forth in these Articles of Incorporation;

(m) To cease its activities and to dissolve and surrender its corporate franchise; and

(n) To do all acts and things necessary, convenient, or expedient to carry out the purposes for which it is formed.

Section 3. Limitations of Activities. The JRF's shall not possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to its Board as such. This provision shall not prohibit the JRF from charging a fee for services rendered, nor shall it prohibit the JRF from charging a fee for admission to any presentation it may make or other undertakings so long as any funds so raised do not inure to the profit of its Board.

ARTICLE III PERIOD OF EXISTENCE

The period during which the JRF shall continue is perpetual.

ARTICLE IV RESIDENT AGENT AND PRINCIPAL OFFICE

Section 1. Resident Agent. The name of the Resident Agent is Susan Ely, and the address of the Registered Agent is Jefferson District Court Administrator, Suite 3192, 600 West Jefferson Street, Louisville, Kentucky 40202.

Section 2. Principal Office. The post office address of the principal office of the JRF is Jefferson County Hall of Justice, Suite 3192, 600 West Jefferson Street, Louisville, Kentucky 40202.

ARTICLE V MEMBERSHIP

The JRF shall have no members.

ARTICLE VI DIRECTORS

Section 1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the JRF managed under the direction of the President in consultation with the Board.

Section 2. Number of Directors. The initial Board shall be composed of three (3) members. The control and management of the affairs of the JRF shall be vested in the President acting in consultation with the Board. The number of Directors shall be as prescribed from time to time in the By-Laws. In the event the number of Directors is increased by the By-Laws of the JRF, the appointment of the additional Director or Directors shall be made at the discretion of the President.

The then presiding Chief Judge of the Jefferson District Court shall serve as the President of the JRF.

Section 3. Names and Addresses of Initial Directors. The names and addresses of the initial Board of Directors are:

NAME	ADDRESS
Chief Judge Jessica Moore	Jefferson District Court Suite 3192 600 West Jefferson Street Louisville, KY 40202
Judge McKay Chauvin (Ret.)	Jefferson County Court Administrator Suite 220 700 West Jefferson Street Louisville, KY 40202
Hon. Susan Ely	Jefferson District Court Administrator Suite 3192 600 West Jefferson Street Louisville, KY 40202

Section 4. Selection of Directors. The Board shall be selected by the President by January 15 of each calendar year.

Section 5. Qualifications of Directors. Directors of the JRF shall be residents of the United States of America.

Section 6. Vacancies in the Board of Directors. Any vacancy occurring on the Board caused by a death, resignation or otherwise, shall be filled as soon as reasonably practicable following the event causing the subject vacancy, and the President shall be responsible for appointing the new member(s) of the Board of Directors.

Section 7. Loans to Directors and Officers. The JRF shall not make any loan of money or property to any Director or Officer of the JRF.

Section 8. Removal of Directors. Members of the Board shall serve at the pleasure of the President and may be removed for any reason, with or without cause, and at any time, by the President.

Section 9. Designation of Powers. The Board may designate a person to exercise some or all of the powers that would otherwise be exercised by the Board.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator of the JRF is as follows: Judge McKay Chauvin (Ret.), Jefferson County Court Administrator, Suite 220, 700 West Jefferson Street, Louisville, Kentucky 40202.

ARTICLE VIII PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

Section 1. Prohibition of Distribution of Private Persons. No part of the net earnings or property of the JRF shall inure to the private benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the JRF shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2. Prohibition of Legislative and Political Activity. No part of the activities of the JRF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the JRF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Prohibition of Activities not Permitted by Exempt Organizations. Notwithstanding any other provision of these Articles of Incorporation, the JRF 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 Code (or the corresponding provision of any future Federal tax law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future Federal tax law).

Section 4. Distribution of Property Upon the Voluntary or Involuntary Dissolution of the Corporation. Upon the voluntary or involuntary dissolution of the JRF, the Board of ~~Directors~~ shall, after paying or making provision for payment of all of the liabilities of the JRF; dispose of all of the assets of the JRF exclusively for the purposes of the JRF in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future Federal tax law), as the President, in consultation with the Board, shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the JRF is then located, exclusively to such organization or organizations, as said court shall determine, which organization shall be organized and operated exclusively for charitable purposes and are exempt under Section 501(c)(3) of the Code. No Director or Officer of the JRF or any private individual shall be entitled to share and distribution of any of the assets of the JRF on dissolution of the JRF.

Section 5. By-Laws. The President, in consultation with the Board, shall have the power to make, alter or amend the By-Laws of the JRF providing for the internal regulation and conduct of the affairs of the JRF, provided that any By-Law providing for action inconsistent with the

purposes and powers of the JRF enumerated in Article II shall not be binding upon any Officer or Director of the JRF and shall not effect the continued validity of the remaining By-Laws.

Section 6. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended at any time by the President, in consultation with the Board, provided, however, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying the JRF as an exempt organization under the provisions of Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

Section 7. Restrictions Applicable if the JRF is or Becomes a Private Foundation. Notwithstanding anything contained in the Articles of Incorporation to the contrary, in the event and if for any reason the JRF should fail to qualify as a “public foundation” and is classified as a “private foundation” as that term is defined in Section 509(a) of the Code (or corresponding provisions of any subsequent Federal tax laws), or is classified as a private “operating foundation” as that term is defined in Section 4942G)(3) of the Code (or corresponding provisions of any subsequent Federal tax laws) then and in such event and in order to comply with Section 508(e) of the Code, and for so long as the JRF may be deemed to be a “private foundation” or a private “operating foundation”, the powers and activities of the JRF in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions and limitations:

(a) The JRF shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or the corresponding provisions of any subsequent Federal tax laws);

(b) The JRF shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or the corresponding provisions of any subsequent Federal tax laws);

(c) The JRF shall not retain any excess business holdings as defined in Section 4943 (c) of the Code (or the corresponding provisions of any subsequent Federal tax laws);

(d) The JRF shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or the corresponding provisions of any subsequent Federal tax laws); and

(e) The JRF shall not make any taxable expenditure as defined in Section 4945(d) of the Code (or the corresponding provisions of any subsequent Federal tax laws).

ARTICLE IX

Indemnification of Directors and Officers

Section 1. To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article II, the JRF shall indemnify each Director and Officer of the JRF against expenses (including, but not limited to, attorney’s fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a “Liability”), incurred by such Director or Officer

in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such Director or Officer is, or is threatened to be made, a party because such Director or Officer is or was a director or officer of the JRF, or is or was serving at the request of the JRF as a member, director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise.

Section 2. To the fullest extent authorized or permitted by, and in accordance with the provisions of Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article II, the JRF shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a Director or Officer of the JRF who is a party to a proceeding in advance of final disposition of such proceeding.

Section 3. The indemnification against liability and advancement of expenses provided by, or granted pursuant to, this Article IX shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article II, not be deemed exclusive of other rights, if any, to which such Director or Officer of the JRF seeking such indemnification or advancement may be entitled under the By-Laws or any agreement, action of disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the JRF, shall continue as to a person who has ceased to be a Director or Officer of the JRF, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 4. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a Director or Officer of the JRF under this Article IX with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X

Elimination of Certain Liability of Directors

A Director of the JRF shall not be personally liable to the JRF for monetary damages for breach of such Director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a Director for the following: (i) for any transaction in which such Director's personal financial interest is in conflict with the financial interests of the JRF, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such Director to be a violation of law, or (iii) for any transaction from which such Director derived an improper personal benefit. This Article X shall continue to be applicable with respect to any such breach of duties by a Director of the JRF as a director notwithstanding that such Director may thereafter cease to be a Director and shall inure to the personal benefit of such Director's heirs, executors and administrators.

ARTICLE XI

Private Property of Incorporator and Directors

None of the private property of the incorporator or any Director of the JRF shall be subject

to any of the JRF's debts and liabilities.

ARTICLE XII
Severability of Provisions

Except as may conflict with the provisions of Article II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

ARTICLE XII
Defined Terms

Capitalized terms used in these Articles of Incorporation but not otherwise defined in these Articles of Incorporation shall have the same meaning ascribed to them in, and the same use as in, the By-Laws of the JRF.


IN WITNESS WHEREOF, I the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 4th day of March, 2025.



Judge McKay Chauvin (Ret.), Incorporator


CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation as the registered agent of the JRF, hereby consents to serve in that capacity.



Susan Ely

PREPARED BY:



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