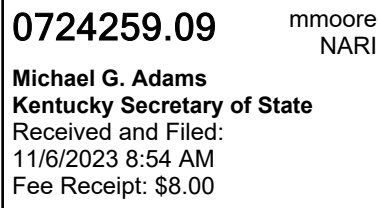


**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REFUGE FOR WOMEN, INC.**



Pursuant to the provisions of KRS 273.263 and KRS 273.267, Refuge for Women, Inc., a Kentucky nonprofit corporation without members hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Refuge for Women, Inc.

SECOND: The text of the Amended and Restated Articles of Incorporation, which shall amend, restate, replace and supersede all of the provisions of the original Articles of Incorporation and all amendments thereto, in their entirety, is attached hereto as **Exhibit A** and incorporated herein by reference.

THIRD: The Corporation has no members. The Board of Directors of the Corporation adopted and approved the Amended and Restated Articles of Incorporation of the Corporation at a duly convened meeting held in accordance with the Corporation's Bylaws on October 24, 2023. The Amended and Restated Articles of Incorporation received the vote of a majority of the directors of the Corporation in office.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Amended and Restated Articles of Incorporation as of October 24, 2023.

REFUGE FOR WOMEN, INC.



By: _____
Abby Germer
President

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REFUGE FOR WOMEN, INC.**

The Corporation hereby amends and restates its Articles of Incorporation pursuant to the provisions of KRS 273.267 and 273.273 of the Kentucky Nonprofit Corporation Acts (the "Act") and states as follows:

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is Refuge for Women, Inc.

**ARTICLE II
PURPOSES AND POWERS**

2.1 Notwithstanding any provision of the Articles of Incorporation to the contrary, the Corporation shall not exercise any power or engage in any activity, which directly contravenes or directly conflicts with the provisions of Article 2 of the Articles of Incorporation, as amended and restated.

2.2 As general and controlling purposes, the Corporation shall conduct and carry out religious, faith-based, ministerial, charitable, educational, literary and scientific purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). References 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 code or laws which are set forth in these Articles. No part of the Corporation's income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services rendered. The Corporation shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office. No substantial part of the Corporation's activities shall be for propaganda or otherwise attempting to influence legislation except as permitted by law and the Code.

2.3 As general and controlling purposes, the Corporation shall be organized and operated as an organization described in Section 509(a)(3) of the Code by reason of being organized and operated to perform and carry out the specific charitable mission of Refuge for Women, Inc., to provide housing, counseling and the development of life and work skills for women who desire to leave the adult sex and entertainment industry.

2.4 As general and controlling purposes, the Corporation may, among other things, develop and operate a perpetual fund to be used as may be deemed advisable by the Board of Directors (in accordance with the policies and procedures of the Internal Revenue Service if and when such approval is required under the Code or regulations promulgated with respect thereto)

in order to provide the charitable work and ministry described herein in furtherance of the Corporation's religious, faith-based, ministerial, charitable, educational, literary and scientific purposes and/or in furtherance of a/the supported organization in the area of charitable work and ministries described herein.

2.5 As general and controlling purposes, principles and sincerely held religious beliefs, the faith-based mission and ministry of Refuge for Women, Inc., is grounded in the Holy Bible, as the inspired Word of God. The Bible serves as the point of reference for all matters of faith and conduct. Among other things, the Bible speaks to the nature of humanity and sexuality. Accordingly, the Bible provides guidance to understand, address, minister to, respond to and serve victims of the adult sex industry and sex trafficking.

2.6 As general and controlling purposes, principles and sincerely held religious beliefs, the faith-based mission and ministry of Refuge for Women, Inc., is grounded in the sincere belief in the opportunity of restoration and redemption for women who are victims of the adult sex industry and sex trafficking through the love of Jesus Christ. Freedom from physical and psychological bondage from the victimization resulting from the adult sex industry and sex trafficking can indeed occur. Healing amid such scarring and pain seems contradictory but the love and power of Jesus Christ can bring about a transformative difference in the lives of the women Refuge for Women, Inc., seeks to serve. Because the trauma is sexual in nature, human sexuality must be stewarded with biblical seriousness and compassion. The Bible speaks to belief and behavior concerning human sexuality and provides time-tested guidance concerning these ministry efforts.

2.7 As general and controlling purposes, principles and sincerely held religious beliefs, the faith-based mission and ministry of Refuge for Women, Inc., embraces the belief that the dignity of each woman is honored, upheld and embraced by the unchanging principles of scripture and that the worth each woman is affirmed when treated with respect, compassion and sensitivity by and through as image-bearers of God.

2.8 As general and controlling purposes, principles and sincerely held religious beliefs, the faith-based mission and ministry of Refuge for Women, Inc., the Board of Directors holds these views and works to create ministries, programs, policies, curricula, counseling, management, administration and operational oversight in a manner consistent with the Board of Directors' sincerely held religious beliefs. The Board of Directors in turn expects the implementation of the ministry of Refuge for Women, Inc., by its officers, employees, staff and volunteers to be undertaken and implemented in a manner consistent with these beliefs.

2.9 Refuge for Women, Inc., may further the above described purposes by actions including but not limited:

(a) to efforts to solicit and acquire by gift, exchange or otherwise property of any and all kinds and to otherwise sell, transfer, or dispose of property so acquired;

(b) to invest and reinvest any such property and the increments and proceeds thereof;

(c) to give, donate, contribute and expend funds in connection with any activities the Corporation may elect;

(d) to assess, charge, bill and collect from any organization or entity directly or indirectly associated with the Corporation;

(e) to take title to, hold in its own name, such real and/or personal property, or both, and such interest in either such type of property as the Corporation may acquire and to sell, transfer, and dispose of any such property, or reinvest the proceeds thereof;

(f) to accept gifts, bequests or devises of property of any kind which may be made to the Corporation upon terms, trusts, conditions set forth in any instrument or writing executed by such donor or testator;

(g) to borrow money and give security therefore;

(h) to be or become a member of any other nonstock or non-profit organization organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state, provided that such corporation or organization is an exempt organization under Section 501(c)(3) of the Code;

(i) to enter into contracts, agreements or instruments for purposes of furthering the Corporation's purposes; and

(j) to do any and all other things the Board of Directors may determine which are not directly inconsistent with the provisions of Chapter 273 of the Kentucky Revised Statutes or any other applicable law or statute of the Commonwealth of Kentucky or Section 501(c)(3) of the Code.

ARTICLE III

MEMBERS

The Corporation shall not have any members. The affairs of the Corporation shall be managed by its Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.1 All corporate power shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed by the direction of the Board of Directors.

4.2 The Board of Directors shall consist of such number of individuals as may be

fixed

in the Corporation's by-laws or by the Board of Directors in resolutions/minutes; provided however, that the Board of Directors shall not, in any event, consist of fewer than three individuals.

4.3 Each member of the Board of Directors shall be elected by the Board of Directors.

4.4 The term of office of each member of the Board of Directors shall be as provided by the Corporation's by-laws or by the Board of Directors in resolutions/minutes when such director is elected. Each director so elected shall hold office for said term or until his or her respective successor shall have been duly elected and shall have accepted office.

4.5 Any director may be removed from the Board of Directors by the vote of a majority of all the members of the Board of Directors at a duly called regular or special meeting of the Board of Directors.

4.6 The annual meeting of the Board of Directors shall be held at such time and place as shall be provided in the Corporation's by-laws or as designated by the Board of Directors. The Board of Directors may have regular or special meetings. The Chairman of Board of Directors, or any two or more members of the Board of Directors, may call a regular or special meeting of the Board of Directors. The Board of Directors may meet in person, by telephone, by conference call or by any other electronic/digital means available. Special meetings of the Board of Directors may be called with twelve (12) hours-notice given by email, text or telephone call to each director by the email, text or telephone number which shall kept as part of the records of the Corporation. Notice may be waived by a majority of the Board of Directors present at such special meeting. A quorum of the Board of Directors shall be a majority of the members of the Board of Directors. A quorum shall be required to convene a meeting of the Board of Directors but shall not be required for the Board of Directors to conduct business.

4.7 The Board of Directors may form such committees and designate such officers of the Corporation as the Board of Directors may desire.

4.8 The duties and powers of the Board of Directors are intended to be plenary except as otherwise provided in these Articles, in law or in the Code.

4.9 The duties and powers of the Board of Directors shall, except as otherwise specifically provided herein or in the Corporation's by-laws, be such as are usually incident to similar boards of directors, similar committees and similar officer, and in addition, shall be such as may be conferred on said Board of Directors, upon such committees, or upon such officers by law, or by the Articles of Incorporation, or appropriate resolution.

ARTICLE V DISTRIBUTION OF ASSETS UPON DISSOLUTION

5.1 The property of this Corporation is irrevocably dedicated to charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and no

part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

5.2 Upon the liquidation, dissolution, or abandonment of this Corporation, the proceeds or assets related to property located in California, remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

5.3 If, at any time, this Corporation dissolves, the assets of this Corporation that are held outside of the State of California shall be applied and distributed as follows:

(a) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefore;

(b) Assets held by this Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to (i) an organization exempt under Section 501(c)(3) of the Internal Revenue Code; (ii) the Federal government, or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law;

(d) Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under Section 501(c)(3) of the Internal Revenue Code, (ii) the Federal government, or (iii) a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(e) Any assets not disposed of pursuant to the provisions of ARTICLE V set forth herein above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI LIMITATION OF LIABILITY; INDEMNIFICATION

No current or former Director or officer of the Corporation (each, an “Indemnified Party”) shall be liable, and the Corporation shall indemnify an Indemnified Party against, expenses that are actually and reasonably incurred by such Indemnified Party, including attorney’s fees, in connection with the defense of any action, suit, or proceeding, civil or criminal, in which the Indemnified Party is made a party by reason of being or having been such

Director or officer of the Corporation, except in relation to such matters as to which the Indemnified Party shall be adjudged liable in such action, suit, or proceeding for gross negligence or intentional misconduct in the performance of his or her duties to the Corporation.

A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duty as a Director, except for (a) any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or are known to the Director to be a violation of law; or (c) any transaction from which the Director derived an improper personal benefit.

Any repeal or modification of this Article VI shall not adversely affect any right or protection of a Director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without further need for action by the Corporation or its Board of Directors.

ARTICLE VII BYLAWS

The Bylaws of the Corporation shall be adopted and may be amended or repealed by the Board of Directors of the Corporation and shall be consistent with the laws of the Commonwealth of Kentucky and these Articles of Incorporation.

ARTICLE VIII AMENDMENTS

These Articles of Incorporation may be amended by approval of a majority of the Corporation's Board of Directors.

[End of Text]