

**Commonwealth of Kentucky
Certificate of Incorporation
Non-profit Corporation**

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m Moore
NAOI

Michael G. Adams
Kentucky Secretary of State
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Fee Receipt: \$8.00

Pursuant to KRS 14A and KRS 273, the undersigned applies to qualify and for that purpose submits the following statements:

ARTICLE I

1. The name of the corporation is Kentucky CRA Network Incorporated (the "**Corporation**").

ARTICLE II

2. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

3. The Corporation is a nonprofit public benefit corporation and is not organized for pecuniary gain or profit. The Corporation will be providing or facilitating educational and networking opportunities in alignment with the Community Reinvestment Act, stimulating community & economic development outreach opportunities for low- and moderate-income people, communities and small business owners, and collaborating with community-based organizations, banks, and CDFIs throughout the state of Kentucky to promote investment, lending, and service opportunities. In carrying out the foregoing purpose, the Corporation shall also have the authority to: (i) acquire, receive and maintain cash, securities, commodities, tangible and intangible, real or personal property, and to manage, invest, reinvest, disburse, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes set forth hereinabove; and (ii) do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out the purposes of the Corporation, and not expressly prohibited by KRS Chapter 273 of the Kentucky Revised Statutes.

ARTICLE III

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Director or Officer of the Corporation, or any member of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

7. The Corporation shall not retain any business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

8. The Corporation may engage in program-related investments that do not jeopardize the carrying out of the exempt purposes of the Corporation and as defined in Section 4944 of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law

9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

10. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended, or corresponding provision of any subsequent Federal tax law.

11. The powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board of Directors of the Corporation, except as otherwise provided by the laws of the State of Kentucky, these Articles, or the Corporation's Bylaws.

ARTICLE IV

12. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all 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, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) 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 of such assets not so disposed of shall be disposed by the Court of Common Pleas 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 exclusively for such purposes.

ARTICLE V

13. The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in paragraph number 3.

(a) The 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 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

(c) 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 or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

14. The name of the Registered Agent is **findCRA**, and the street address of the corporation's initial registered office is **1230 Liberty Bank Ln., Suite 120, Louisville, KY 40222**.

ARTICLE VII

15. The mailing address of the corporation's principal office is: **P.O. Box 6005, Louisville, KY 40206**.

ARTICLE VIII

16. The number of directors constituting the initial Board of Directors is 7. The names and mailing addresses of the persons who are to serve as the initial Board of Directors are as follows:

Chris McGaughey, 7310 Turfway Rd, Suite 200, Florence, KY 41042

Christa Owen, 304 W Main Street, Danville, KY 40422

John Davis, 601 W. Market Street, Louisville, KY 40202

Kate Livingstone, One Indiana Square, Suite 905, Indianapolis, IN 46204

Lawren McCoy, 300 W Vine Street, Lexington, KY 40507

Robert Byers, 1300 West Muhammad Ali Blvd, Louisville, KY 40203

Angela Byers (Board Advisor), 1230 Liberty Bank Ln, Suite 120, Louisville, KY 40222

ARTICLE IV

17. The name and mailing address of the incorporator is **Lawren McCoy**, 300 W Vine Street, Lexington, KY 40507.

ARTICLE X

18. This application will be effective upon filing.

ARTICLE XI

19. A person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director including, without limiting the generality of the foregoing, any actions or omissions which exceed or

defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including any action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article VIII. The Corporation shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, officers, employees, and agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

ARTICLE XII

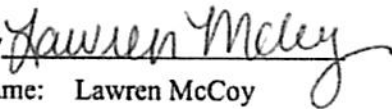
20. The Corporation is formed for a perpetual duration.

ARTICLE XII

21. Upon dissolution, assets shall be distributed by the Incorporator according to the applicable statutes and regulations for the Commonwealth of Kentucky. Further provisions regarding distribution upon dissolution shall be stated in the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has signed this Certificate and affirmed it as true under penalties of perjury this 21st day of March, 2025.

Incorporator


By 

Name: Lawren McCoy

Address: 300 W Vine Street, Lexington KY,
40507

I, Brian Waters, President & COO of findCRA, consent to serve as the registered agent on behalf of the Corporation.

Registered Agent

By 

Name: Brian Waters, findCRA

Address: 1230 Liberty Bank Ln, Suite 120,
Louisville, KY 40222