

**AMENDED AND RESTATED ARTICLES
OF INCORPORATION
OF**

EMO 'YA M'MBEMBE M'MBONDO UNITED STATES (EMN

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Michael G. Adams Kentucky Secretary of State Received and Filed: 12/12/2024 9:36 AM Fee Receipt: \$8.00	

Pursuant to the provisions of KRS 14A and KRS Chapter 273, EMO 'YA M'MBEMBE M'MBONDO UNITED STATES (EMMUS) INC., a Kentucky nonprofit corporation without members (the “**Corporation**”) hereby adopts the following Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is **EMO 'YA M'MBEMBE M'MBONDO UNITED STATES 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.

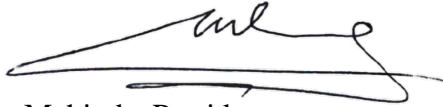
THIRD: The Corporation has no members. The Board of Directors of the Corporation adopted and approved the Amended and Restated Articles of Incorporation of the Corporation at a duly convened meeting held in accordance with the Corporation’s Bylaws on October 18, 2024. The Amended and Restated Articles of Incorporation received the vote of a majority of the directors of the Corporation in office.

[END OF TEXT; SIGNATURE PAGE AND EXHIBIT FOLLOW]

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Amended and Restated Articles of Incorporation as of **October 18, 2024**.

EMO 'YA M'MBEMBE M'MBONDO UNITED STATES INC.

By:

A handwritten signature in black ink, appearing to read 'am', written over a horizontal line.

Andre Mchinda, President

THIS INSTRUMENT PREPARED BY:

A handwritten signature in black ink, reading 'Kitty Bickford' in a cursive style.

Dr. Kitty Bickford, DBS, MA, CPC
Tax Exempt 501c3, LLC
PO Box 1665
Rolla, MO 65402
(573) 201-4832

Exhibit A

Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMO 'YA M'MBEMBE M'MBONDO UNITED STATES INC.**

Know all men by these presents, that, the following:

Choma Elias, 838 E High Street STE 229, Lexington KY 40502
Ebelamabwe Mlombi, 838 E High Street STE 229, Lexington KY 40502
David Mkombi, 838 E High Street STE 229, Lexington KY 40502
Zaina Alex, 838 E High Street STE 229, Lexington KY 40502
Albert Rajabu, 838 E High Street STE 229, Lexington KY 40502

associated themselves together, and adopted the initial Articles of Incorporation of **EMO 'YA M'MBEMBE M'MBONDO UNITED STATES (EMMUS) INC.** (the “Corporation”) on July 18, 2023, for the purpose of creating and establishing and maintaining a nonprofit corporation as authorized by the laws of the Commonwealth of Kentucky, having no capital stock and having for its only purpose is humanitarian and cultural services as hereinafter set forth; and they adopted the initial Articles of Incorporation as, and for the charter of the Corporation.

The Corporation hereby amends and restates its Articles of Incorporation pursuant to the provisions of KRS 14A and KRS Chapter 273 of the Kentucky Nonprofit Corporation Acts (the “Act”) and states as follows:

ARTICLE I

Name

The corporation’s name is EMO 'YA M'MBEMBE M'MBONDO UNITED STATES INC.

ARTICLE II

Duration

The Corporation shall have perpetual duration.

ARTICLE III

Purposes, Powers, and Prohibited Activities

1. **Purposes.** The Corporation is a Kentucky nonprofit corporation organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations exempt under Section 501(c)(3) of the IRC, or corresponding section of any future federal tax code to promote humanitarian services and sustainable development to African communities.

2. **Powers.** Except to the extent prohibited by these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act.

3. **Prohibited Activities.**

(a) The Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends.

(b) No part of the net earnings of the corporation shall inure to the benefit, 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 previous articles 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 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 (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 IV

Members

The Corporation shall have no members.

ARTICLE V

Board of Directors and Officers

1. The Corporation's affairs shall be managed by a Board of Directors and by officers of the Board of Directors and administered by a President (as defined in the Bylaws). The Board of Directors shall consist of not less than three (3) persons and of such number in addition thereto as may result from the procedures for appointment contained in the Corporation's Bylaws.

2. Meetings of the Corporation's Board of Directors shall be held at such times and at such places as the Corporation's Bylaws may specify.

3. The terms of office, powers and duties, election process, manner of acting, and the qualifications or criteria for office for Directors and officers shall be as provided in the Bylaws.

ARTICLE VI

Contracts or Transaction of Business with Directors and Officers

No pecuniary profit shall be received by any Director or officer from the operations of the Corporation by reason of his or her status as a Director or officer. Any contract or transaction of business between the Corporation and one or more of its Directors or officers, or with any corporation or other legal entity of which any of its Directors or officers is a stockholder, director, trustee or officer, shall not be invalidated or affected solely by the fact that such Director or Directors, or officer or officers, have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, that a Director or officer who holds such a position or who has or may have such an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any such contract or transaction, although he or she may be counted in determining the existence of a quorum. In addition to the foregoing, the Corporation shall have and maintain a conflict of interest policy applicable to its officers and Directors.

ARTICLE VII

Dissolution

Upon the dissolution of the corporation, 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 the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 exclusively for such purposes.

ARTICLE VIII

Limitation of Director Liability

No director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a director except for liability:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- (c) For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX
Amendment of Articles

These Articles may only be amended with the approval of two-thirds of the Board of Directors of the Corporation.

[End of Text]