

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

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Secretary of State
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Michael G. Adams
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Articles of Organization
Non-profit Limited Liability Company

NLC

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 Organization.

Pursuant to KRS 14A and KRS 275, the undersigned hereby forms a nonprofit limited liability company and for that purpose sets forth the following:

Article I: The name of the nonprofit limited liability company is

LIVING IN FAITH EVERYDAY LLC

Article II: The name of the initial registered agent is

Marcel B. Williams, Jr.

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

1928 Beech St, Louisville, KY 40210

Article III: The mailing address of the entity's principal office is

1928 Beech St, Louisville, KY 40210

Article IV: This entity is managed by **Managers**.

Article V: The purpose of the nonprofit limited liability company is **Section 2.1 The Organization is organized for charitable purposes to help community members achieve life goals through mentorship and community programming.**

Article VI: Additional articles not inconsistent with law may be stated in the space below.

ARTICLES OF ORGANIZATION

Article I: Name

Section 1.1 The name of the Organization is Living in Faith Everyday, LLC (the "Organization").

Article II: Purpose

Section 2.1 The Organization is organized for charitable purposes to help community members achieve life goals through mentorship and community programming as permitted under Section 501(c)(3) of the Internal Revenue Code and Kentucky Revised Statutes Chapter 275.

Section 2.2 Specific Powers. In furtherance of the purposes described above and in the Organization's Articles of Organization, and to carry out the purposes, the Organization may:

- a. Raise money to further its charitable purposes;**
- b. Distribute funds each year exclusively for charitable and educational purposes, in such**

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amounts and for such specific purposes, as the Board of Directors ("Board") may direct;

c. Acquire by purchase, exchange, gift, or otherwise, property of any and transfer and otherwise dispose of any property so acquired by it and reinvest any such property;

d. Give, donate, and contribute to any activity the Organization may elect to sponsor, or for any of the purposes for which the Organization is organized, such money and/or property as the Board of Directors may from time to time determine; and

e. Do any and all things which its Board of Directors may determine consistent with the provisions hereof to be necessary or appropriate to effectuate the purposes for which the Organization is organized to the extent that any such are not inconsistent with the provision of law.

Article III: Registered Agent and Office

Section 3.1 The initial registered agent is Marcel B. Williams, located at 1928 Beech St. Louisville, KY 40210, in the County of Jefferson, Kentucky.

Article IV: Principal Office

Section 4.1 The principal office of the Organization is located at 1928 Beech St. Louisville, Kentucky.

Article V: Members

Section 5.1 **Members of the Organization.** Any member of the community may become a member of the Organization.

Section 5.2 **Dues for Members.** Dues, if any, for membership shall be determined annually by the Board of Directors of the Organization.

Article VI: Duration

Section 6.1 The duration of the Organization is perpetual unless dissolved in accordance with Kentucky and Federal law.

Article VII: Officers

Section 7.1 **Officers.** The officers of the Organization shall consist of four (4) members; a President, Vice President, Secretary and Treasurer. Officers shall be responsible for overall governance and oversight. Terms, election procedures, and duties shall be defined herein.

Section 7.2 **Appointment.** Officers will be appointed by the residing board of directors.

Section 7.3 **Term of Office.** Term should be perpetual unless otherwise amended by the residing board of directors.

Section 7.4 **Removal.** Any officers removal will be based on majority vote of the residing board of directors and follow meeting rules set herein.

Section 7.5 **Vacancies.** A vacancy in any office shall be filled by appointment of the residing board of directors.

Section 7.6 **President.** The responsibilities of the PRESIDENT shall be as follows:

- a. To preside at the meetings of the Organization;
- b. To serve as the representative of this Organization to the overall community, investors and other Organizations;
- c. To execute the orders of this Organization;
- d. To delegate Presidential responsibilities when deemed appropriate;

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- e. To have signature authority on all checks issued by this Organization.
 - f. To inform succeeding officers of their responsibilities to this Organization.
 - g. To perform other such duties as may be deemed necessary.
- Section 7.7 Vice- President.** The responsibilities of the VICE-PRESIDENT shall be as follows:

a. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

b. Shall perform such other duties as assigned.

Section 7.8 Treasurer. The responsibilities of the TREASURER shall be as follows:

a. The Treasurer shall have custody of all funds of the Organization, subject to such regulations as may be imposed.

b. May endorse on behalf of the Organization all checks, cash money, currency, monetary transaction, or likeness received and shall deposit the same to the credit of the Organization at such bank and/or deposit account as designated.

c. In conjunction with the President, the Treasurer shall sign all checks issued by the Organization and make such payments as may be necessary on behalf of the Organization.

d. Maintain the financial records of the Organization as a full and accurate account of all monies and obligations received and paid or incurred by for the account of the Organization, and shall exhibit such records at all reasonable times.

e. Shall, in general, perform all the duties normally of a Treasurer subject to control of the Organization.

Section 7.9 Secretary. The responsibilities of the SECRETARY shall be as follows:

a. Have charge of all books, documents, and papers as the Organization may determine.

b. See that all notices are duly given in accordance with the provisions of the Articles of Organization, or as required by law.

c. Attend and keep the minutes of all meetings.

d. Keep a record, containing names of all persons who are members of the Organization, showing places of resident, and such books shall be opened for inspection as prescribed by law.

e. Shall, in general, perform all the duties normally of a Secretary subject to control of the Organization.

Article VIII: Board of Directors

Section 8.1 Management of the Organization. The business of the Organization shall be managed by the Board of Directors.

Section 8.2 Board of Directors. Each officer shall by virtue of appointment to his or her respective office automatically become a director of the Organization.

Section 8.3 Number. The number of directors of the Organization shall be not less than three (3) nor more than four (4) persons, the number may be increased or decreased by amendment to these Articles of Organization.

Section 8.4 Vacancies. A vacancy in the Board shall be filled by the residing board of directors, even if less than a quorum, or by affirmative vote of the majority.

Section 8.5 Regular Meetings. Regular meeting dates for the Board of Directors will be set by the Board of Directors and no additional notice of such regular meetings will be required. Regular meetings of the Board of Directors will generally be held monthly and are intended to provide the major forum for the regular business of the Organization.

Section 8.6 Special Meetings. Special meetings of the board may be called by or at the request of the President or any two directors. Notice of the special meetings, stating the time and place, and purpose or purposes, shall be given to each director not less than two (2) days before such a meeting. Notices to directors may be given in any form of written communication.

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Section 8.7 Quorum. Aquorum shall consist of three (3) members, and a majority vote shall be made by majority vote. If majority vote is not obtained, then final decision shall be made by the President.

Section 8.8 Voting. At every meeting of the Board, each director shall have one vote. A director must be present to vote, a director(s) participating in the meeting will be considered as present.

Section 8.9 Waiver of Notice. Notice of any meeting may be waived with the consent of the directors.

Section 8.10 Committees. The Board, by resolution adopted by a majority of the directors in office, may establish an executive committee or other committees, each of which shall consist of two or more directors. To the extent provided in such resolution, a committee will have and exercise all the authority of the Board, except that no such committee shall have:

- a. Appointing or removing any member of any such committee or any director or officer of the Organization;
- b. Amending the article of Organization, restating articles of Organization adopting a plan of merger or adopting a plan of consolidation with another Organization;
- c. Authorizing the sale, exchange, or mortgage of all or substantially all of the property and assets of the Organization;
- d. Authorizing the voluntary dissolution of the Organization or revoking proceedings therefore;
- e. Adoption of a plan for the distribution of the assets of the Organization;
- f. Amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.
- g. Decisions that affect the operations of the Organization without prior Board review and approval.

Article IX: Conflict-of-Interest

Section 9.1 The Organization shall adopt and implement a conflict-of-interest policy to ensure that all decisions are made with transparency and integrity. Any director, officer, or member with a potential conflict of interest shall disclose such conflict and abstain from voting on related matters.

Section 9.2 Purpose: This policy aims to protect the integrity of the Organization and its decision-making processes.

Section 9.3 Disclosure: Any individual with a conflict of interest must disclose the nature of the conflict immediately.

Section 9.4 Recusal: Individuals with conflicts of interest shall abstain from voting on matters involving the conflict.

Section 9.5 Recordkeeping: All disclosures and decisions related to conflicts of interest shall be recorded in meeting minutes.

Article X: Financial Oversight

Section 10.1 The Organization shall maintain accurate financial records and conduct audits as required. Financial procedures shall be consistent with federal and state law.

Section 10.2 Banking. All checks, cash money, currency, monetary transaction, or likeness and other negotiable instruments coming to the Organization shall be collected and promptly deposited in the name of the Organization in such depositories as the Board shall select. All checks, cash money, currency, monetary transaction, or likeness and other negotiable instruments paid by the Organization shall be signed by the President and Treasurer or by such other person or persons as the Board may designate.

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Section 10.3 Fiscal Year. The fiscal year of the Organization shall be the period ending December 31, or such other time as set by the

Section 10.4 Gifts. The Board may accept on behalf of the Organization any gift, bequest or devise consistent with the general purposes or any special purpose of the Organization as provided under pertinent laws and regulations.

Section 10.5 Contracts. The Board shall authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of the and on behalf of the Organization, and such authority may be general or confined to a specific instance. Except in cases where the signing and execution thereof shall be expressly delegated by the Board, these Bylaws, or by statute to some other officer or agent of the Organization, any contracts or other instruments which the Board has authorized to be executed shall be signed by the President.

Section 10.6 Loans. Loans and any indebtedness shall only be contracted on behalf of the Organization by execution of the President.

Section 10.7 Financial Reports. The Board shall adopt an annual budget for the Organization showing anticipated income, expenses and funds available by December 1, or such other time as set by the Board. Reports will be made available as deemed necessary and/or as prescribed by law.

Article XI: Books and Records

Section 11.1 The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its directors, members and committees and shall keep a record giving the names and addresses of the directors and members entitled to vote. All books and records of the Organization may be inspected for any proper purpose at any reasonable time as prescribed by law.

Article XII: Dissolution

Section 12.1 Authority. If deemed wise and prudent by the Board, the Organization may be dissolved pursuant to the applicable provision of the law. A majority vote will be required in order to dissolve the Organization.

Section 12.2 Distribution of Assets. Upon such dissolution of the Organization, the Board of Directors shall, after paying or making provisions for the payment of all proper liabilities of the Organization, consistent with the applicable laws and regulations, transfer all assets of the Organization to such Organization or Organizations organized and operated exclusively for exempt Organization or Organizations under Section 501(c)(3) of the Internal Revenue Code 1954 (or any successor provisions). Any assets not disposed of otherwise shall be distributed to an appropriate cause as deemed appropriate by the residing Board at time of dissolution.

Article XIII: Amendments

Section 13.1 These bylaws may be amended by a vote of the board of directors at a meeting where a quorum is present following the procedure set forth.

This filing will be effective on **Monday, April 7, 2025.**

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

Signature of individual signing on behalf of **Organizer: Marcel B. Williams, Jr.**

I, **Marcel B. Williams, Jr.**, consent to serve as the Registered

Agent on behalf of this entity on Monday, Apr

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