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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF INCORPORATION**  
**OF**  
**MORE THAN A SMILE FOUNDATION, INC.**

**THE UNDERSIGNED**, for purposes of forming a non-profit, non-stock corporation under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes (KRS), hereby certifies as follows:

**ARTICLE I**

The name of the corporation shall be More Than A Smile Foundation, Inc.

**ARTICLE II**

The duration of the corporation shall be perpetual.

**ARTICLE III**

The address of the registered office of the corporation is:

4534 Riverview Avenue  
Louisville, KY 40211

The name of the initial registered agent for service of process, located at such address is:

Amina Shale

The principal office of the corporation is located at:

4534 Riverview Avenue  
Louisville, KY 40211

Other places of business in said city or elsewhere may be designated by resolution of the board of directors.

#### **ARTICLE IV**

The corporation is organized and shall be operated exclusively for charitable, educational and literary purposes as described within Section 501(c)(3) of the United States Internal Revenue Code (or corresponding provisions of any later Federal tax laws), including for such purposes the making of distributions to organizations and individuals for the purpose of engaging in activity falling within the purposes of the corporation and permitted for an organization exempt under said Section 501(c)(3).

More specifically, the purposes of the corporation shall be as follows:

To advocate for and advance the rights, equality and representation of refugees, immigrants and members of minority communities and low-income families by providing tutoring, mentorship and educational support services to foster academic excellence, empowerment and self-sufficiency, and to engage in other charitable, educational and literary activities consistent with this purpose.

#### **ARTICLE V**

The corporation shall be irrevocably dedicated to, and operated exclusively for, non-profit purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, if any, directors, 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 IV hereof.

#### **ARTICLE VI**

In carrying out the corporate purposes described in Article IV, the corporation shall have all the powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in KRS 273.171 (or corresponding provision of any later Kentucky statute), except as follows and as otherwise stated in these Articles:

A. 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.

B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the

corresponding provisions of any subsequent Federal tax laws, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

C. If and so long as the corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws:

(1) the corporation 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 Internal Revenue Code, or corresponding provisions of any later Federal tax laws;

(2) the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws;

(3) the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws;

(4) the corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later tax laws; and

(5) the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

## **ARTICLE VII**

The name and address of the incorporator is:

Amina Shale  
4534 Riverview Avenue  
Louisville, KY 40211

### **ARTICLE VIII**

The initial board of directors shall consist of six (6) directors. The names and addresses of the members of the initial board of directors are:

Amina Shale  
4534 Riverview Ave.  
Louisville, KY 40211

Fatuma Nur  
2713 W. Jefferson St.  
Louisville, KY 40211

Zeytun Aden  
1032 Runel Rd.  
Louisville, KY 40214

Shamso Haji  
3735 Lentz Ave.  
Louisville, KY 40215

Susan Shale  
4534 Riverview Ave.  
Louisville, KY 40211

Mboni Omar  
2510 Osage Ave.  
Louisville, KY 40210

### **ARTICLE IX**

The initial bylaws shall be adopted by the initial board of directors. Thereafter, the corporation shall be governed by the bylaws. A director may be removed from office pursuant to removal procedures set forth in the bylaws.

### **ARTICLE X**

A director, officer, employee or member (if any) of the corporation shall not be personally liable for the acts or debts of the corporation, except insofar as the member may become personally liable by reason of his or her own acts or conduct pursuant to KRS 273.187 (or corresponding provision of any later Kentucky statute).

No director of the corporation shall be held personally liable to the corporation for monetary damages for breach of his or her duties as a director, except for under the following circumstances:

- (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 derived an improper personal benefit.

## **ARTICLE XI**

The corporation may indemnify any director or officer or former director or officer of the corporation against any expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such director or officer, except in relation to matters as to which the current or former director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty to the corporation. The corporation may make any other indemnification permitted by law and authorized by its articles of incorporation, its bylaws or a resolution adopted after notice to members, if any, entitled to vote.

## **ARTICLE XII**

In the event of dissolution of the corporation, the board of directors shall pay or make provision for the payment of all liabilities of the corporation. The remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for charitable or educational purposes that at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), or to a state or local government for a public purpose, as the board of directors shall determine.

## **ARTICLE XIII**

Amendments to these Articles shall be made by the board of directors pursuant to the provisions of KRS 273.263 (or corresponding provision of any later Kentucky statute).

**IN TESTIMONY WHEREOF**, witness the signature of the incorporator of this corporation, this eighteenth day of April, 2024.

  
Amina Shale