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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF INCORPORATION  
OF  
M. FRANCES , INC.**

The undersigned incorporator hereby forms a nonprofit corporation in accordance with the laws of the Commonwealth of Kentucky, under the provisions of KRS 273.161 to KRS 272.390, and hereby adopts the following Articles of Incorporation:

**ARTICLE 1**

**Name**

The name of the corporation is M. Frances, Inc.

**ARTICLE 2**

**Purposes**

The corporation is organized and operated as a supporting organization pursuant to section 509(a)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In this regard, the corporation is organized, and at all times shall be operated to carry on its work, not for profit, but exclusively for charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or corresponding provisions of any subsequent Federal tax laws) for the benefit of, to perform the functions of, or to carry out the purposes of the LEE Initiative, Inc., a Kentucky nonprofit corporation exempt from federal income tax pursuant to section 501(c)(3) of the Code and a publicly supported organization, in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, director, officer, or individual having a personal or private interest in the activities of the corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

Any provisions of these Articles of Incorporation to the contrary notwithstanding, the corporation shall not have capital stock or shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of this Article 2 of these Articles of Incorporation.

If at any time the corporation is determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then the corporation:

- (a) 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 Code;

- (b) shall not engage in any act of “self-dealing” as defined in section 4941(d) of the Code;
- (c) shall not purchase nor retain any “excess business holdings” as defined in section 4943(c) of the Code;
- (d) shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and
- (e) shall not make any “taxable expenditures” as defined in section 4945(d) of the Code.

**ARTICLE 3**  
**Members**

The only member of the Corporation shall be the LEE Initiative, Inc. (the “Member”).

**ARTICLE 4**  
**Exemption from Liability and Indemnification**

No director, officer, employee, or member of the corporation shall be personally liable for the acts or debts of the corporation.

The corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the corporation) by reason of the fact that he is or was a director, officer, employee, member, or agent of the corporation, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding. Further provisions for indemnification may be specified in the bylaws of the corporation.

**ARTICLE 5**  
**Dissolution**

If, at any time, the corporation dissolves, the assets of the corporation shall be applied and distributed as follows:

- (a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provision shall be made therefor;
- (b) Assets held by the 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 the corporation subject to limitations permitting their use only for charitable, scientific, literary, educational, and/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 one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Code, or to the Federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and
- (d) Other assets, if any, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Code, or to the Federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

Any assets not otherwise disposed of pursuant to the provisions of this Article 4 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 Code.

**ARTICLE 6**  
**Registered Office and Registered Agent**

The registered office of the corporation is 613 W. Magnolia Avenue, Louisville, Kentucky 40208. The name of its registered agent at that address is Lindsey Ofcacek.

**ARTICLE 7**  
**Principal Office**

The principal office of the corporation is located at 1252 4<sup>th</sup> Street NE, Washington, DC 20002.

**ARTICLE 8**  
**Directors**

The board of directors shall initially be comprised of four individuals. The names and mailing addresses of the persons who are to serve as the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Ben Johnson	3106 Limerick Lane Louisville, Kentucky 40242

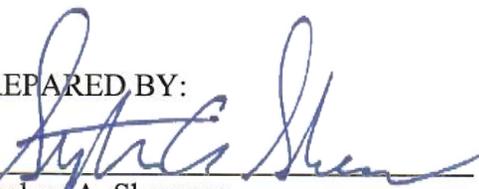


**Written Consent of Registered Agent**

Having been named as the registered agent in the foregoing Articles of Incorporation, the undersigned declares that he is familiar with and hereby consents to said appointment and accepts the duties and responsibilities of said office.

  
\_\_\_\_\_  
Lindsey Ofcacek

PREPARED BY:

  
\_\_\_\_\_  
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