

**ARTICLES OF INCORPORATION
OF
COMPASSIONATE LOUISVILLE, INC.**

The undersigned hereby incorporates a nonprofit corporation without capital stock or stockholders, under the laws of the Commonwealth of Kentucky, and specifically the provisions of KRS 273.161 *et seq.*, with all rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or its successor provisions, in accordance with the following provisions:

ARTICLE I

Name of Corporation

1.1 The name of the corporation is Compassionate Louisville, Inc. (the “Corporation”).

ARTICLE II

Purposes and Powers

2.1 Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation 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 **ARTICLE II** of these Articles of Incorporation.

2.2 The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

(a) As particular purposes in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section 2.2(b) below, to develop strategies and partnerships with a variety of stakeholders within the Louisville community to increase community engagement with the primary objective of supporting and fostering compassion throughout the City;

(b) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, in such manner that:

(i) the Corporation have no capital stock and no power to issue certificates of stock nor to declare dividends;

(ii) no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual;

(iii) the Corporation shall not carry on activities denied to a corporation, contributions to which are deductible per Section 170(c)(2) of the Code;

(iv) no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered;

(v) it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office; and

(vi) no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects to:

(i) solicit and acquire by gift, exchange or otherwise, property of any kind, and to sell, transfer, and otherwise dispose of any property it so acquires;

(ii) invest and reinvest any such property and the increments in, and avails or proceeds of, and such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(iii) give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) to take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) accept gifts, bequests, or devises of property of any kind which any individual, firm, corporation, or other entity may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) borrow money and give security thereof by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under Section 501(c)(3) of the Code;

(viii) the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

(ix) do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 501(c)(3) of the Code.

ARTICLE III

Initial Registered Office and Agent

3.1 The address of the initial registered office of the Corporation is **2107 Twin Hill Road, Louisville, KY 40207** and the name of the initial registered agent is **Muhammad Babar**.

ARTICLE IV

Principal Office

4.1 The address of the principal office of the Corporation is **2107 Twin Hill Road, Louisville, KY 40207**.

ARTICLE V

Initial Board of Directors

5.1 The affairs of the Corporation shall be governed by a Board of Directors consisting of three (3) or more members, the exact number to be established as provided in the Bylaws. The number of directors constituting the initial Board of Directors is **five (5)** and the names and mailing addresses of the persons who are to serve as directors are as follows, and each such director shall serve until the first annual meeting of the Board of Directors and until such

director qualifies and consents to serving on a going-forward basis or until such director's successor in office is elected and shall qualify:

Dr. Muhammad Babar
2107 Twin Hill Road
Louisville, KY 40207

Janice Cates
Office of the Mayor
527 West Jefferson Street
Louisville, KY 40202

Haleh Karimi
14815 Landmark Drive
Louisville, KY 40245

Sarah Harris
Center for Interfaith Relations
415 West Muhammad Ali Blvd.
Louisville, KY 40202

Tori Murden McClure
Spalding University
845 South Third Street
Louisville, KY 40203

ARTICLE VI

Duration

- 6.1 The Corporation shall have perpetual duration.

ARTICLE VII

No Members

- 7.1. The Corporation shall have no members.

ARTICLE VIII

Distribution of Assets Upon Dissolution

8.1 Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successors. If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made thereof;

(b) All remaining assets shall be transferred or conveyed to: (i) 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; (ii) the Federal government; or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(c) Any assets not disposed of pursuant to the provisions of this **ARTICLE VIII** set forth hereinabove 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 IX

Indemnification of Directors, Officers, Employees and Agents

9.1 To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of **ARTICLE II** of these Articles of Incorporation, the Corporation shall indemnify each director, officer, employee or agent of the Corporation against reasonable expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "**Liability**"), incurred by such director, officer, employee or agent in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director, officer, employee or agent is, or is threatened to be made, a party because such director, officer, employee or agent is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including, but not limited to, service with respect to employee benefits plans. A director, officer, employee or agent of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such director, officer, employee or agent to the Corporation also impose duties on or otherwise involve services by such director, officer, employee or agent to the plan or to participants in or beneficiaries of the plan.

9.2 To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of **ARTICLE II** of these Articles of Incorporation, the Corporation shall pay or reimburse reasonable expenses (including, but not limited to, attorney's

fees) incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

9.3 The indemnification against Liability and advancement of reasonable expenses provided by, or granted pursuant to, this **ARTICLE IX** with respect to any director, officer, employee or agent of the Corporation shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of **ARTICLE II** of these Articles of Incorporation:

(a) not be deemed exclusive of other rights, if any, to which such director, officer, employee or agent of the Corporation seeking such indemnification or advancement may be entitled under any By-Law, agreement, action of disinterested directors, or otherwise, as to any action by such director, officer, employee or agent of the Corporation in any other capacity;

(b) continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation; and

(c) inure to the benefit of the heirs, executors, and administrators of such a person.

9.4 To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of **ARTICLE II** of these Articles of Incorporation, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such director, officer, employee or agent in that capacity or arising from such director, officer, employee or agent's status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify such director, officer, employee or agent against the same Liability under the provisions of this **ARTICLE IX**.

9.5 Any repeal or modification of this **ARTICLE IX** by the Board of Directors shall not adversely affect any right or protection of a director, officer, employee or agent of the Corporation under this **ARTICLE IX** with respect to any act or omission occurring prior to the time of such repeal or modification.

9.6 If this **ARTICLE IX** or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation nevertheless shall indemnify each such person indemnified by this **ARTICLE IX**, to the fullest extent permitted by any applicable portion of this **ARTICLE IX** that shall not have been invalidated or that remains enforceable under any other applicable law. For the purpose of this **ARTICLE IX**, reference to "the Corporation" includes all constituents absorbed in a consolidation or merger as well as the

resulting or surviving corporation. Indemnification afforded to any person pursuant to this Section 9.6 is meant to supplement, rather than conflict with, the provisions in **ARTICLE XII**.

ARTICLE X

Elimination of Certain Liability of Directors

10.1 A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of the director for the following:

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

This **ARTICLE X** shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators. If the Kentucky Revised Statutes are amended after approval of these Articles of Incorporation to authorize corporate action further eliminating or limiting 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 X** shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

Private Property of Incorporator and Directors

11.1 None of the private property of the incorporator or any director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

ARTICLE XII

Severability of Provisions

12.1 Except as may conflict with the provisions of **ARTICLE II** of these Articles of Incorporation, if any provision of these Articles of Incorporation or its application to any person or circumstances shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be

given effect without the invalid provision of application, and, to this end, the provisions of these Articles of Incorporation are severable.

ARTICLE XIII

Amendments; Bylaws

13.1 The Corporation's Articles of Incorporation may be amended in the manner provided by law.

13.2 The Board of Directors shall adopt Bylaws for the Corporation, and the Board of Directors may change or revise such Bylaws at any time.

ARTICLE XIV

Incorporator

14.1 The name and mailing address of the Incorporator is:

**Dr. Muhammad Babar
2107 Twin Hill Road
Louisville, KY 40207**

[Remainder of page is intentionally left blank – Signature Page to Follow]

Signed by the Incorporator at Louisville, Kentucky, effective this 29th day of July, 2019.

M. Babar
Dr. Muhammad Babar

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 273 and KRS Chapter 14A, the undersigned hereby consents to serve as initial registered agent of the Corporation until such time as such agency is terminated in the manner provided by law.

M. Babar
Dr. Muhammad Babar