

**ARTICLES OF INCORPORATION OF
COVINGTON COMMUNITY MONTESSORI, INC.
(A Kentucky Nonprofit Corporation)**

For the purpose of forming a Kentucky nonprofit corporation under Chapter 273 of the Kentucky Revised Statutes ("KRS"), the undersigned incorporator submits the following Articles of Incorporation to the Secretary of State for filing:

ARTICLE I

NAME

The name of the nonprofit corporation is Covington Community Montessori, Inc.

ARTICLE II

PURPOSE & POWERS

The nonprofit corporation is organized and will be operated exclusively for the promotion of social welfare and educational activities including, without limitation, to provide an educational option in Covington that inspires children to grow towards their potential to meet the challenges of today's world with confidence, compassion, and grace. The nonprofit corporation will cultivate the genius of each child while engaging with the local and global community through collaborative efforts to provide enrichment through educational and service opportunities.

ARTICLE III

POWERS

In carrying out its purposes, the nonprofit corporation shall have all the powers allowed nonprofit corporations by KRS Chapter 273. The nonprofit corporation shall be organized and operated exclusively for the promotion of social welfare and not for profit. Notwithstanding any other provisions of these articles, the nonprofit corporation shall not carry on any activities not permitted by a nonprofit corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The nonprofit corporation may receive and administer funds for promotion of social welfare and educational activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and to that end, the nonprofit corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the nonprofit corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the nonprofit corporation, or any applicable laws, to do any other act or thing incidental to

or connected with the foregoing purposes or in advancement thereof, but not for pecuniary profit or financial gain of its directors or officers except as permitted by KRS Chapter 273.

ARTICLE IV INITIAL REGISTERED OFFICE

The name of the nonprofit corporation's initial registered agent and the street address of the nonprofit corporation's initial registered office is Terri Rentrop, 8 Edna Lane, Ft. Wright, Kentucky 41011.

ARTICLE V INITIAL PRINCIPAL OFFICE

The street address of the nonprofit corporation's initial principal office is 8 Edna Lane, Ft. Wright, Kentucky 41011.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is three (3). The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

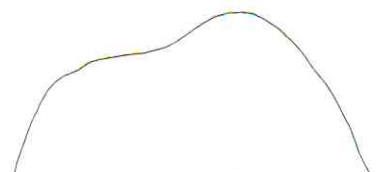
1. Terri Rentrop, 8 Edna Lane, Ft. Wright, Kentucky 41011;
2. Amy Milburn, 3113 Carol Lee Lane, Erlanger, KY 41018; and
3. Ana Summe, 1401 Holman Avenue, Covington, KY 41011.

ARTICLE VII INCORPORATOR

The name and mailing address of the incorporator is Terri Rentrop, 8 Edna Lane, Ft. Wright, Kentucky 41011.

ARTICLE VIII LIMITATION OF DIRECTOR LIABILITY

No director shall have personal liability to the nonprofit corporation for monetary damages for breach of his or her duties as a director, provided this provision shall not eliminate or limit the liability of a director: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the nonprofit 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 the law; or (c) for any transaction from which the director derived an improper personal benefit.

ARTICLE IX MANAGEMENT

The nonprofit corporation is to be managed by its managers.

ARTICLE X ADDITIONAL PROVISIONS

(A) No part of the net earnings of the nonprofit corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the nonprofit 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 Third hereof. No member, trustee, or officer of the nonprofit corporation, or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the nonprofit corporation. A substantial part of the activities of the nonprofit corporation shall not be the carrying on of propaganda, or otherwise attempting to influence legislation, and the nonprofit 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. Notwithstanding any other provision of these articles, the nonprofit corporation shall not carry on any other activity not permitted to be carried on (a) by a nonprofit 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 nonprofit 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.

(B) Upon the dissolution of the nonprofit corporation or the winding up of its affairs, the assets of the nonprofit corporation shall be distributed exclusively to one or more social welfare Incorporations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may be hereafter amended, or 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 nonprofit corporation is then located, exclusively for such purposes or to such Incorporation or Incorporations as said Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the incorporator this 10th day of June, 2020.

I, Terri Rentrop, consent to serve as the registered agent on behalf of the nonprofit corporation.

615400
1/16/23