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AMENDED ARTICLES OF INCORPORATION
OF
BOYLE COUNTY COMMUNITY DEVELOPMENT COUNCIL INCORPORATED

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WHEREAS, Boyle County Community Development Council Incorporated, is a not for profit corporation organized and existing under the laws of Kentucky with registered office located at 304 South Fourth Street, Danville, Kentucky 40422 and

WHEREAS, on 11th day of March, 1998, the directors of such corporation, by unanimous vote, passed a resolution to amend the Articles of Incorporation to amend in its entirety all of Article III, including paragraphs (A) (B) (C) (D) and (E), and restating Article III to read as follows:

ARTICLE III

The purpose for which the Corporation is to be formed are:

(A) The Corporation is organized and operated exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or corresponding provisions of any subsequent Federal tax laws). The Corporation shall receive contributions and fees, and it shall distribute its funds for charitable and educational purposes, as herein set forth.

(B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a

fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax code).

(C) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock in order to declare dividends; and no part of the net earnings of the Corporation shall inure to the benefit of private individual member.

(D) Any provisions of these Articles to the contrary notwithstanding this Corporation shall, if the following provisions of law are ever applicable to it: [i] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal tax laws); [ii] not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code, as amended (or corresponding provisions of any subsequent Federal tax law); [iii] not purchase or retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal tax laws); [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue code of 1954, as

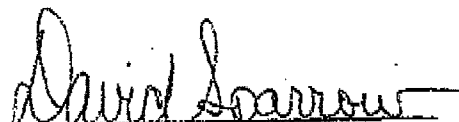
amended; and [v] not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent Federal tax laws).

(E) In furtherance of the general purposes contained in paragraph (A) and subject to the provisions of paragraphs (B), (C), and (D) above, particular purposes of the Corporation are : the solicitation and receipt of gifts, grants and contributions from individuals, groups, corporations and other sources public and private; to coordinate and work with existing organizations to establish short and long-range plans for community development and when necessary serve as a catalyst for plan development and implementation; to assist and support financially and otherwise the educational, recreational, civic and community affairs of Boyle County for the purposes of broadening and enhancing the lives of the citizens of Boyle County; and to engage in any and all activities which advance the quality of life of the people of Boyle County.

WHEREAS, such amendment received a unanimous affirmative vote of the directors.

NOW THEREFORE, Article III, in its entirety, is amended as stated herein, and all of the remaining provisions of the Articles of Incorporation executed on October 17, 1996 and filed of record with the Kentucky Secretary of State on October 23, 1996, are hereby re-affirmed, with the amendment of Article III as set forth herein.

IN WITNESS WHEREOF, the Chairman of the Board of the corporation has affixed his name pursuant to authority granted him by the Board of Directors on this 11th day of March, 1998.



DAVID SPARROW
CHAIRMAN OF THE BOARD
Boyle County Community
Development Council
Incorporated