

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

ST. JOHN'S DAY LEAGUE, INCORPORATED

St. John's Day League, Incorporated hereby amends and restates its Articles of Incorporation pursuant to KRS 273.267 and KRS 273.273 of the Kentucky Nonprofit Corporation Act and states as follows:

ARTICLE I

The name of this corporation shall be St. John's Day League, Incorporated.

ARTICLE II

The duration of the corporation shall be perpetual.

Article III of the Articles of Incorporation is hereby amended so as to read in its entirety as follows:

ARTICLE III

The purpose of the corporation shall be to promote the welfare of deserving objects of Masonic charity.

In order to carry out the foregoing purposes, this corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, any interest in property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount of value; to sell, convey or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income there of in such manner as in the judgment of its Board of Directors deems best to promote the purposes of the corporation.

The corporation shall have the power to do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof, but not for the pecuniary profit or financial gain of its member, directors or officers, except as permitted by law. In furtherance of its corporate purposes, and not in limitation thereof, the corporation shall have all general powers conferred by the laws of the Commonwealth of Kentucky upon corporations created thereunder.

Article IV of the Articles of Incorporation is hereby amended so as to read in its entirety as follows:

ARTICLE IV

The corporation is to be operated so as to attract substantial support directly or indirectly from interested persons and from contributions provided by its affiliated corporation, Masonic Homes of Kentucky, Inc. The corporation has not been formed for pecuniary profit or financial

gain, and no part of the assets, income or profit of the corporation is distributable to or will inure to the benefit of its members, directors, officers, employees and staff, or any private person, except that the corporation may pay reasonable compensation for services rendered to the corporation and it may reimburse reasonable expenses permitted by law, and no director, or officer of the corporation, or any private person, shall be entitled to share in the distribution of any of the assets on dissolution of the company. No 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.

Article V of the Articles of Incorporation is hereby amended so as to read in its entirety as follows:

ARTICLE V

The Board of Directors of the Masonic Homes of Kentucky, Inc. shall have the sole authority to alter, amend, or repeal the corporation's articles of incorporation, or to adopt new articles of incorporation; to alter, amend, or repeal the corporation's bylaws, or to adopt new bylaws; and to elect the corporation's Board of Directors and to fill all vacancies in the Board of Directors.

Article VI of the Articles of Incorporation is hereby amended so as to read in its entirety as follows:

ARTICLE VI

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to the Masonic Homes of Kentucky, Inc., itself an organization qualifying under Section 501(c)(3), or such other organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

Article VII of the Articles of Incorporation is hereby amended so as to read in its entirety as follows:

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of Directors consisting of seven (7) members and shall be elected by the Board of Directors of the Masonic Homes of

Kentucky, Inc. Elected directors shall hold office for a term of one (1) year. A director may be removed, with or without cause, by a majority vote of the Board of Directors of the Masonic Homes of Kentucky, Inc. present and voting.

ARTICLE VIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation merged into this corporation and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been directors or officers or a director or officer of the corporation or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Provided further, 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 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.

Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, or action by the Board of Directors.

The Articles of Incorporation are hereby amended to provide a new Article IX so as to read in its entirety as follows:

ARTICLE IX

The mailing address of the Corporation's principal office is 330 Masonic Home Drive, Masonic Home, Kentucky 40041.

The Board of Directors of the corporation approved the foregoing Amendments to the Articles of Incorporation on June 23, 2021, and by resolution further directed said Amendments be submitted to a vote at a meeting of the membership. Said meeting was held on September 15, 2021, at which time a quorum was present and the membership approved the Amendments by more than two-thirds (2/3) of the votes as required by law for adoption.

The foregoing Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation of St. John's Day League, Incorporated, as amended, they have been duly adopted as required by law, and they supersede the original articles of incorporation and all prior amendments thereto.

IN TESTIMONY WHEREOF, witness my signature this 17 day of November 2021.

By:


HAROLD ARMSTRONG, CHAIRMAN