

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FILSON HISTORICAL SOCIETY, INC.**

A Kentucky Non-Stock, Non-Profit Corporation

These Amended and Restated Articles of The Filson Historical Society, Inc. (the "Corporation") correctly set forth the provisions of the Articles of Incorporation of the Corporation, have been duly adopted as required by the Kentucky Non-stock, Non-profit Corporations Act (or any successor codification of the law governing Kentucky non-stock, non-profit corporations) (the "Act") and supersede the Articles of Incorporation of the Corporation and all amendments thereto.

ARTICLE I

NAME

The Corporation's name shall be The Filson Historical Society, Inc.

ARTICLE II

DURATION

The Corporation's duration shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

A. The purposes of the Corporation are to organize, promote, assist, and conduct such charitable, scientific, literary, and educational enterprises and activities as from time to time may be determined by the Corporation's Board of Directors, including, without limitation, the collection and preservation and publication of historic matter, especially that pertaining to the Commonwealth of Kentucky and Ohio Valley, and the cultivation of a taste for historic inquiry and study generally, but especially among its members. The Corporation may exercise all powers possessed by corporations formed under the Kentucky Nonprofit Corporation Act that are not inconsistent with the Corporation's qualification under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, as a corporation organized and operated exclusively for charitable or educational purposes, including the power to

collect, maintain and preserve a library and museum and to acquire suitable grounds and buildings in which to place them.

B. The Corporation's stated purposes shall be construed and its operations shall be conducted so as to qualify the Corporation under section 501(c)(3) of the Internal Revenue code of 1986, or the corresponding provisions of any subsequent federal tax laws, as a corporation organized and operated exclusively for charitable or educational purposes.

C. No part of the Corporation's net earnings shall inure to the benefit of any private shareholder or individual.

D. No substantial part of the Corporation's activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.

E. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. The Corporation 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 Internal revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

H. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

I. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

J. The Corporation shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Cde of 1986, or corresponding provisions of any subsequent federal tax laws.

K. Upon the dissolution or final liquidation of the Corporation, any remaining assets of the Corporation shall be distributed to one or more corporations or organizations which the Board of Directors may at that time determine will best contribute to the advancement of the purposes for which the Corporation was organized, provided that any such organization shall be exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or under corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

ADDRESS AND REGISTERED AGENT

The address of the Corporation's registered office shall be 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202-3363. The name of the Corporation's registered agent at that address shall be FBT LLC.

ARTICLE V

DIRECTORS AND OFFICERS

A. The business, affairs and property of the Corporation shall, subject to these Articles and the Bylaws, be managed by a Board of Directors and officers and by such assistants, agents and employees as may be appointed or employed by the Board of Directors or by any officer or employee authorized by the Board to appoint or employ the same.

B. The Board of Directors shall consist of (i) the officers of the Corporation and (ii) not fewer than six other persons, all of whom shall be elected by the Board of Directors (the "At-Large Directors"). The officers of the Corporation shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such additional officers as the Board of Directors may deem necessary, which officers shall serve as voting members of the Board of Directors. The Board of Directors shall appoint a President/CEO, who shall be employed, and may be discharged, by the Board of Directors and shall attend all meetings of the Board of Directors and the Executive Committee in his or her capacity as an officer of the Corporation, but shall not serve as a voting member of the Board of Directors or the Executive Committee. The number of At-Large Directors shall be set by the Board of Directors from time-to-time. The immediate past Chairman may attend meetings of the Board of Directors as an ex officio non-voting member of the Board of Directors during the twelve-month period commencing on the conclusion of his or her term as Chairman.

C. The officers shall be elected by the Board of Directors at each annual meeting for a term of one year, but will serve until their respective successors are elected and have accepted their election. Each officer, upon his or her election and acceptance thereof, shall automatically become a director to serve for the term for which he or she was elected an officer.

D. All of the At-Large Directors shall be divided into three classes with not fewer than two At-Large Directors in each class, the exact number thereof to be determined by the Board of Directors. The At-Large Directors in each class shall serve for a term of three years and until their respective successors are elected and have accepted their election. None of the At-Large Directors may immediately succeed himself or herself in such capacity after serving for two successive full three-year terms as an At-Large Director but may be elected again at the annual meeting held in the year following the year in which his or her second consecutive full three-year term expires. For all purposes of this paragraph a full term shall not include any portion of a term for which an At-large Director has been elected to fill a vacancy of another At-Large Director.

E. Any director or officer may be removed by a majority of the other members of the Board of Directors.

F. Any vacancy occurring in the Board of Directors or in the office of any regular officer or additional officer may be filled by vote of a majority of the remaining directors, though less than a quorum. A director or officer elected to fill such vacancy shall be elected for the unexpired term of his or her predecessor in office.

G. A majority of the directors in office shall constitute a quorum, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by other provisions of these Articles or by law.

ARTICLE VI

BYLAWS


The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new bylaws.

These Second Restated and Amended Articles were adopted by a majority of the Corporation's Directors in office on December 16, 2021. These Restated Articles correctly set forth the provisions of the Corporation's Articles of Incorporation as herein amended. They have been duly adopted as required by law, and they supersede the original articles of incorporation and all amendments thereto.

IN TESTIMONY WHEREOF, witness the signature of the Chairman of the Corporation this 8th day of March, 2022.

THE FILSON HISTORICAL SOCIETY, INC.

By _____


John Stern, Chairman