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AMD**Michael G. Adams**  
**Kentucky Secretary of State**  
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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
JUNIOR LEAGUE OF LEXINGTON**

JUNIOR LEAGUE OF LEXINGTON, a Kentucky nonstock, nonprofit corporation (the "Corporation"), sets forth the following Articles of Amendment to its Articles of Incorporation pursuant to the Kentucky Nonprofit Corporation Acts, codified in Chapter 273 of the Kentucky Revised Statutes:

**ARTICLE ONE  
Name**

The name of the Corporation is: "Junior League of Lexington."

**ARTICLE TWO  
Amendments**

The amendments to the Corporation's Articles of Incorporation dated November 26, 1927, as previously amended by the Amendments dated November 5, 1956 and January 15, 1964, are as follows:

The current Articles I, II, III, IV, V, VI, VII, and VIII of the Corporation's Articles of Incorporation, as previously amended, are hereby amended and replaced with the following new Articles I, II, III, IV, V, VI, VII, and VIII, and the following new Articles IX, X, XI, and XII are hereby added to the Articles of Incorporation:

**ARTICLE I  
Name of Corporation**

The name of the Corporation is: "Junior League of Lexington."

**ARTICLE II  
Principal Office**

The mailing address of the Corporation's principal office is Post Office Box 687, Lexington, Kentucky 40588. The street address of the Corporation's principal office is 200 Market Street, Lexington, Kentucky 40507.

### **ARTICLE III**

#### **Purposes and Powers**

Section 1. The objects and purposes of the Corporation are as follows:

(a) As general and controlling purposes, the Corporation is organized and shall conduct and carry on its work, not for profit, but exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code," and references herein to sections or provisions of the Code shall be deemed to include and refer to any similar sections or provisions of any subsequent federal tax laws, to the extent applicable), or the corresponding section of any future federal tax code. The Corporation shall conduct and carry on its work in such manner that no part of its net earnings shall inure to the benefit of, or be distributable to, any member, Director, or officer of the Corporation or any 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 the Section 501(c)(3) purposes set forth herein and in accordance with Chapter 273 of the Kentucky Revised Statutes.

(b) As a particular purpose in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section 1(a) of this Article III, to advance women's leadership for meaningful community impact through volunteer action, collaboration, and training.

Section 2. In carrying out its corporate purposes, the Corporation shall have all the powers allowed by Chapter 273 of the Kentucky Revised Statutes and, in addition, shall have the power to:

(a) Conduct such enterprises, activities, and institutions as from time to time may be determined, selected, or decided upon by the Corporation's Board of Directors consistent with the purposes stated in this Article III; and

(b) Do any and all things that the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for 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 the Kentucky Revised Statutes, any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(3) of the Code.

Section 3. Notwithstanding the generality of the foregoing:

(a) 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.

(b) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

Section 4. 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, or engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of Article III of these Articles of Incorporation or applicable law.

#### **ARTICLE IV**

##### **No Stock**

The Corporation shall not have or issue shares of stock.

#### **ARTICLE V**

##### **Bylaws**

The Bylaws for the Corporation shall be adopted by the Board of Directors of the Corporation. The Board of Directors may alter, amend, or repeal the Bylaws or adopt new Bylaws in the manner permitted in the Bylaws. The Bylaws shall contain provisions for the administration, regulation, and management of the affairs of the Corporation that are not inconsistent with these Articles of Incorporation or applicable law.

#### **ARTICLE VI**

##### **Members**

Section 1. The Corporation shall have one or more classes of members. The designation of such classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the Bylaws of the Corporation.

Section 2. The annual and other meetings of the Corporation's members shall be held at such time and place as may be provided in the Bylaws, and the requisite notice of such meetings shall be given to members in accordance with the procedures that may be set forth in the Bylaws. The requisite quorum at a meeting of the Corporation's members shall be as set forth in the Bylaws.

#### **ARTICLE VII**

##### **Board of Directors**

Section 1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

Section 2. The Board of Directors shall consist of such number of individuals as may be fixed in the Corporation's Bylaws; *provided, however*, that the Board of Directors shall not, in any event, consist of fewer than three individuals.

Section 3. The Board of Directors shall be elected or appointed in the manner provided in the Corporation's Bylaws. Each duly elected or appointed member of the Board of Directors shall be referred to herein as a "Director."

Section 4. The term of office of each Director shall be as provided by the Corporation's Bylaws. Each Director shall hold office for said term and until her respective successor shall have been duly elected or appointed and accepted such election or appointment.

## **ARTICLE VIII**

### **No Personal Liability**

No Director, officer, employee, or member of the Corporation shall be personally liable for the acts or debts of the Corporation, and no private property of any such person shall be subject to any of the Corporation's debts and liabilities, except that any such person may become personally liable by reason of his or her own acts or conduct.

## **ARTICLE IX**

### **Limitation of Liability**

Section 1. No Director shall be personally liable to the Corporation for monetary damages for breach of her duties as a director except for liability:

(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 taken 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.

Section 2. In addition to any other limitation on a Director's or officer's liability for monetary damages contained in these Articles of Incorporation, any action taken by a Director as a director or by an officer as an officer, or any failure by a Director to take any action as a director or by an officer as an officer, shall not be the basis for monetary damages or injunctive relief against the Director or officer unless:

(a) The Director or officer has breached or failed to perform the duties of her office in compliance with KRS 273.215 (as to Directors) or KRS 273.229 (as to officers); and

(b) In the case of an action for monetary damages, the breach or failure to perform constitutes willful misconduct or wanton or reckless disregard for human rights, safety, or property.

Section 3. If the Kentucky Revised Statutes are amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a Director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director or officer of the Corporation existing at the time of such repeal or modification.

## **ARTICLE X**

### **Indemnification**

To the fullest extent authorized or permitted by Kentucky law, the Corporation shall have the power to indemnify any current or former Director, officer, employee, or agent, or any person who may have served at the Corporation's request as a director or officer of another corporation in which it owns capital stock or of which it is a creditor, against expenses actually and reasonably incurred by said person in connection (including, without limitation, attorneys' fees) with the defense of any action, suit, or proceeding, civil or criminal, in which said person is made a party by reason of being or having been such Director, officer, employee, or agent, except in relation to matters as to which said person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. Further provisions for indemnification of Directors, officers, employees, and agents not inconsistent with this Article X may be authorized in the Bylaws.

## **ARTICLE XI**

### **Duration**

The Corporation shall have perpetual duration.

## **ARTICLE XII**

### **Dissolution**

Section 1. Dissolution of the Corporation shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor and as required of organizations that are exempt under Section 501(c)(3) of the Code.

Section 2. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the 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. 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 Corporation is then located, exclusively for such

purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **Provisions of Articles of Incorporation**

The foregoing amendments were adopted by the Corporation's members at a meeting of the members duly held on December 2, 2024; a quorum of the members was present at such meeting; and the amendments received at least two-thirds (2/3) of the votes which members present at such meeting were entitled to cast.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation have been executed by the Corporation on December 2, 2024.

JUNIOR LEAGUE OF LEXINGTON

By: Melissa W. Hammer  
Melissa W. Hammer, President