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Michael G. Adams  
Kentucky Secretary of State  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FRIENDS OF ALVATON INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned do hereby make and adopt the following ARTICLES OF INCORPORATION for the purpose of forming a nonprofit corporation under the laws of the State of Kentucky, pursuant to Chapter 273 of the Kentucky Revised Statutes and all other acts amendatory thereof and supplemental thereto as follows:

**ARTICLE I**

The name of the corporation shall be Friends of Alvaton Inc.

**ARTICLE II**

The duration of the corporation shall be perpetual.

**ARTICLE III**

The corporation is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code, and shall be operated for charitable purposes within the meaning of Chapter 273 of the Kentucky Revised Statutes.

**ARTICLE IV**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. 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 the 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 the corresponding section of any future federal tax code.

#### ARTICLE V

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 Internal Revenue 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; and pursuant to the provisions of KRS 273.303.

#### ARTICLE VI

The principal place of the business of the corporation shall be located at 3848 Claypool Boyce Road, Alvaton, Kentucky 42122.

#### ARTICLE VII

The initial registered office of the corporation shall be 3848 Claypool Boyce Road, Alvaton,

Kentucky 42104, and its registered agent shall be Rhonda Maroney.

#### ARTICLE VIII

The initial Board of Directors shall consist of ten (10) directors, and the directors are to serve until the first annual meeting of the members of the corporation or until their successors are elected and qualified:

Rhonda Maroney  
3848 Claypool Boyce Road  
Alvaton, KY 42122

Kathy Barton  
201 Saddlebrook Way  
Alvaton, KY 42122

Robin Douglas  
3703 H.E. Johnson Road  
Alvaton, KY 42122

Mary Osbourne  
211 Crabtree Lane  
Bowling Green, KY 42103

Tracy Oliver  
2711 Claypool Alvaton Road  
Bowling Green, KY 42103

Laura Oliver  
8508 Old Greenhill Road  
Alvaton, KY 42122

Mayme Hunt  
6835 Old Greenhill Road  
Bowling Green, KY 42103

Jim McClard  
169 Peachtree Lane  
Bowling Green, KY 42103

Cathy Sledge  
1534 Bays Fork Road  
Bowling Green, 42103

Wendy Jones  
1221 Pope Trammel Road  
Scottsville, KY 42164

The number of directors thereafter shall be as the bylaws of the corporation may from time to time provide.

#### ARTICLE IX

The corporation shall have no capital stock. It shall be a nonprofit corporation, and no member of the corporation shall ever derive any private pecuniary gain or profit from the operation of the corporation.

#### ARTICLE X

The name and address of the incorporator is as follows:

Rhonda Maroney  
3848 Claypool Boyce Road  
Alvaton, KY 42122

#### ARTICLE XI

The directors of the corporation shall have no personal liability to the corporation for monetary damages by reason of a breach of duties as a director, provided that such provision shall not eliminate 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

