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AMR**Michael G. Adams**
Kentucky Secretary of State
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Amended and Restated Articles of Incorporation

Pursuant to the provisions of Section 273.273 of the Kentucky Revised Statutes ("KRS"), this corporation hereby executes these Amended and Restated Articles of Incorporation to read in their entirety as follows:

ARTICLE I **Name**

The name of the corporation is Redwood School and Rehabilitation Center, Inc., doing business as: Easterseals Redwood.

ARTICLE II **Purposes and Powers**

The corporation is organized and operated exclusively for charitable and educational purposes, as defined in Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code").

In carrying out its corporate purposes, the corporation shall have all the powers allowed to corporations by Chapter 273 of the KRS. In furtherance of the general purposes noted above, the particular purposes of the corporation are:

1. To guide children and adults with severe and multiple disabilities to achieve independence and reach their highest potential throughout their lives, by providing enriching educational, therapeutic, vocational, outreach, advocacy, and related types of services. Services shall be provided primarily in Northern Kentucky and the Greater Cincinnati region without regard to race, color, national or ethnic origin, gender, sexual orientation, age, religion, or socio-economic status.
2. To receive gifts and grants of money and property of every kind and nature and to administer the same for charitable and educational uses identified in Section 1, consistent with existing laws, for the benefit of an indefinite number of children and adults afflicted with developmental or acquired disabilities, medical disorders, or other conditions and circumstances that impact development or self sufficiency.
3. To accept, hold, manage, invest, reinvest, sell, assign, transfer, mortgage, lease, convey, and otherwise deal and dispose of property, real or personal, of every kind or nature as may be necessary to carry on, finance, and promote the objectives of the corporation.
4. It is the intent and purpose that this corporation shall be organized and operated exclusively for charitable or educational purposes, within the classification of legal charities, and no part of the net earnings nor the principal shall inure to the benefit of, or be distributable to trustees or officers, or any other private individual or entity, except that the corporation shall be authorized and empowered to reimburse approved expenses incurred in furtherance of the purposes set forth in Article 11.
5. The corporation shall not lend any of its assets to any trustee, officer, employee, or any other private individual or entity of this corporation, or guarantee to any person the payment of a loan by an officer, trustee, employee or any other private individual or entity of this corporation.
6. No substantial part of the activities of the corporation or any receipts of its funds shall be used to carry on propaganda, or otherwise attempt to influence legislation. If the corporation chooses to engage in lobbying activities, it shall first prepare and file the Section 501(h) election to confirm that the lobbying activities shall satisfy the "no substantial part" test. The Corporation

shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

7. Notwithstanding any other provision of these Articles, the corporation shall only carry on activities that are permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as now enacted or hereafter amended; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
8. In the event of dissolution of this corporation by voluntary or involuntary means, all assets, real and personal, remaining in this corporation at the time of said dissolution, shall be disposed, after:
 - Payment of all debts, obligations, liabilities, costs and expenses of the corporation are made.
 - Assets held by the corporation upon condition are returned, transferred or conveyed in accordance with such requirements.
 - Assets held by the corporation subject to limitations permitting their use for charitable, educational or similar purposes are transferred to corporations or organizations engaged in activities substantially similar to those of the dissolving corporation.

After these conditions are met, the Board of Trustees shall dispose of any remaining assets of the corporation by distributing such to organization(s) organized and operated exclusively for charitable or educational purposes that qualify as exempt organization(s) under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE III

Non-Profit, Non-Stock

This corporation is a non-stock, non-profit charitable and educational corporation and no private pecuniary profit is to be derived by it or by any of its trustees or officers. No trustee or officer shall have any right, title, or interest in or to any property of the corporation.

ARTICLE IV

Duration

The corporation shall be perpetual.

ARTICLE V

Bylaws

Bylaws of the corporation shall be adopted, and may be amended by the Board of Trustees.

ARTICLE VI

Board and Member

The management and affairs of the corporation shall be at all times under the direction of the Board of Trustees and its officers, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. The member of the corporation shall be Easter Seals Tristate, an Ohio non-profit corporation, holding all membership interest in the corporation.

ARTICLE VII

Officer and Board Member Appointments

The bylaws shall identify and provide for the method of election or appointment of members of the

Board of Trustees, and its officers.

ARTICLE VIII

Indemnification

Each trustee and officer in consideration for services provided to the corporation, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred in connection with the defense of, or for advice concerning any claim asserted or proceeding brought by reason of being or having been a trustee or officer of the corporation or of any subsidiary of the corporation, whether or not wholly *owned*, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any trustee or officer may be entitled as a matter of law. Any repeal or modification of this Article shall not affect any rights or obligations then existing.

The corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this Article, but it shall not be obligated to do so.

The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification *may have or hereafter* acquire under any bylaw, agreement, statute, vote of members or Board of Trustees, or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

ARTICLE IX

Debt Obligations and Personal Liability

No trustee or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any *nature* whatsoever, nor shall any of the property of the trustees or officers, be subject to the payment of the debts or obligations of this corporation.

ARTICLE X

Limitation of Trustee and Officer Liability

No trustee or officer, of this corporation shall be personally liable to the corporation for monetary damages for breach of their duties as a trustee or officer, except for liability:

- For any transaction in which the individual's personal financial interest is in conflict with the financial interests of the corporation,
- For acts or omissions not in good faith or which involve intentional misconduct or are known to the individual to be a violation of law,
- For any transaction from which the individual derives an improper personal benefit.

If the KRS is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of trustees or officers, then the liability of such individuals of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the KRS, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a trustee or officer of the corporation existing at the time of such repeal or modification.

ARTICLE XI

Amendments/Restatement

The Articles of Incorporation may be amended from time to time. Proposed amendments shall be distributed to trustees and officers at least one week prior to a meeting called to consider the proposed amendments. The proposed Amended and Restated Articles of Incorporation shall be adopted upon receiving the affirmative vote of a majority of the trustees in office, or by unanimous written consent of the trustees.

ARTICLE XI
Registered Agent

The registered agent for the corporation shall be Aaron Wagner 71 Orphanage Road Ft. Mitchell, KY 41017.

ARTICLE XII
Principal Office

The mailing address of the principal office of the corporation is 71 Orphanage Road Ft. Mitchell, Kentucky 41017.

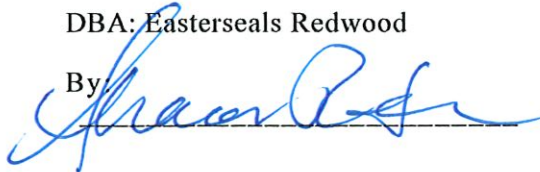
The foregoing Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and supersede the Restated Articles of Incorporation and all amendments thereto.

DATE: 26 July 2027

REDWOOD SCHOOL AND
REHABILITATION CENTER, INC.

DBA: Easterseals Redwood

By

A handwritten signature in blue ink, appearing to read "Kramer", is written over a horizontal line.