

**Amended and Restated Articles of Incorporation  
of  
Omicron Delta Kappa Society and Educational Foundation, Inc.**

**0295084.09**

kdcoleman  
AMD

**Michael G. Adams**  
**Kentucky Secretary of State**  
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Pursuant to Chapter 273 of the Kentucky Revised Statutes, these Amended and Restated Articles of Incorporation (i) correctly set forth the provisions of the Articles of Incorporation of the Omicron Delta Kappa Society and Educational Foundation, Inc. (the "Corporation") as heretofore amended; (ii) have been duly adopted as required by law and in accordance with the Articles of Incorporation and Bylaws of the Corporation; and (iii) supersede the original Articles of Incorporation and all amendments and restatements thereto.

**ARTICLE I**

Name

The name of this Corporation is Omicron Delta Kappa Society and Educational Foundation, Inc.

**ARTICLE II**

Duration

The Corporation's duration is perpetual.

**ARTICLE III**

Purposes and Exempt Status

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 of 1986, as amended (the "Code"). It is the intent of the Corporation to qualify for tax exempt status under Section 501(c)(3) of the Code. Any provision of these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code and the regulations promulgated thereunder as the now exist or as they may hereafter be amended, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended. Furthermore:

1. Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to (a) pay reasonable compensation for services rendered and (b) make payments and distributions in furtherance of its charitable purposes. No member, trustee, director, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.
2. No Lobbying. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by

Section 501(h) of the Code, provided the Corporation has made the corresponding election), and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

3. Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or any corresponding provisions of any subsequent federal tax laws.

4. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the board of trustees shall determine. 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 that are organized and operated exclusively for such purposes.

#### **ARTICLE IV**

##### **Registered Agent and Office**

The name of the Corporation's registered agent is SKO – Lexington Services, LLC. The street address of the Corporation's registered office in Kentucky is 300 West Vine Street, Suite 2100 Lexington, Kentucky 40507-1801.

#### **ARTICLE V**

##### **Principal Office**

The mailing address of the Corporation's principal office and place of business is 224 McLaughlin Street, Lexington, Virginia 24450.

#### **ARTICLE VI**

##### **Board of Trustees**

The affairs of the Corporation shall be managed and conducted by the Board of Trustees, which shall be the Corporation's "board of directors" for all purposes of Chapter 273 of the Kentucky Revised Statutes. The number of trustees, their qualifications, and the procedures for their election and removal shall be set forth in the Corporation's bylaws, provided that the number of trustees shall not be less than three, and a reduction in the number of trustees shall not shorten the term of any incumbent trustee.

#### **ARTICLE VII**

##### **Members**

The Corporation is a membership corporation and shall have five (5) classes of members. The designation of the classes and the qualification and rights of the members are set forth in the Corporation's bylaws.

**ARTICLE VIII**  
**Limitation on Liability**

No trustee shall have any personal liability to the Corporation for monetary damages for breach of his or her fiduciary duties as a trustee to the extent provided in Section 273.248 of the Kentucky Revised Statutes, as now in effect or hereinafter amended. Any repeal or modification of this Article will not adversely affect any protection of a trustee with respect to any act or omission occurring prior to such repeal or modification.

**Omicron Delta Kappa Society and  
Educational Foundation, Inc.**

By: Tara S. Singer  
Name: TARA S. SINGER  
Title: PRESIDENT/CEO