

Trey Grayson
Secretary of State
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE CABBAGE PATCH SETTLEMENT HOUSE, INCORPORATED**

1. The name of the corporation is The Cabbage Patch Settlement House, Incorporated (the "Corporation").
2. Pursuant to KRS 273.263(4), the amendments effected herein amend articles II, IV, V, VI, VIII and IX and re-number Articles III, IV, V, VI, VII, VIII and IX.
3. Except for the amendments designated in paragraph 2 (the "Designated Amendments"), these Amended and Restated Articles of Incorporation (a) currently set forth, without change, the corresponding provisions of the Articles of Incorporation of the Corporation as theretofore amended and restated, (b) were adopted by a vote of two-thirds of the Corporation's Board of Directors, which constituted a majority of the Directors in office pursuant KRS 273.263, at a meeting duly held on Feb. 25, 2009, and (c) together with the Designated Amendments, supersede the Corporation's original Articles of Incorporation and all amendments thereto. The Corporation has no members entitled to vote on the Designated Amendments or the Amended and Restated Articles of Incorporation.
4. The text of the Corporation's Third Amended and Restated Articles of Incorporation is as follows:

ARTICLE I—NAME

The Corporation's name shall be The Cabbage Patch Settlement House, Incorporated.

ARTICLE II—PURPOSES AND POWERS

The Corporation's purposes and powers shall be:

- (A) To do generally what is known as social settlement work, including conducting religious services, training of the mind and body, assisting parents in the care of their children, and whatever pertains to the uplifting of people who may be brought into contact with its work. The Cabbage Patch Settlement House, Incorporated is a non-profit, Christian organization that exists to empower families and children to be self-sufficient by helping them to maximize their spiritual, social, emotional, physical, moral, economic, and educational potential; and
- (B) To exercise all powers possessed by corporations formed under the Kentucky Nonprofit Corporation Act, as amended (or under any successor codification of the laws governing Kentucky nonprofit corporations), that are not inconsistent with the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or under any corresponding provision of any successor codification (a "Successor Code") of the federal tax laws), as a corporation organized and operated exclusively for charitable, religious and educational purposes.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to

any private person, 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 herein. 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 any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements on behalf of any such candidate. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE III—DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IV—INTERNAL AFFAIRS

The following provisions shall regulate the internal affairs of the Corporation:

- (A) The affairs of the Corporation shall be conducted by a Board of Directors whose number shall be specified in the Bylaws.
- (B) The Corporation is a Christian ministry, and therefore seeks Board Members who are affiliated with a broad variety of Christian churches and traditions; however, because of our historical Presbyterian roots, special consideration will be given to electing board members who are Presbyterian.
- (C) The Officers of the Corporation, their duties and their authority shall be prescribed by the Bylaws.
- (D) Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, transfer all of the property and assets of any nature of the Corporation to one or more organizations organized and operated for one or more of the exempt purposes of the Corporation described herein and then qualified under Section 501(c)(3) of the Code or any corresponding provision of any Successor Code. Any assets not so disposed of in accordance with the above procedure shall be disposed of by the Jefferson Circuit Court of Jefferson County, Kentucky, for one or more of such exempt purposes or to an organization or organizations organized and operated for one or more of the exempt purposes of the Corporation described herein and then qualified under Section 501(c)(3) of the Code, or any corresponding provision of any Successor Code, as the Circuit Court shall determine.

ARTICLE V—POWER OF BOARD OF DIRECTORS

The Board of Directors shall have power to adopt such Bylaws, rules and regulations as shall be necessary for the transaction of the corporate business and be deemed expedient for the

management of its affairs, except as otherwise set forth herein.

ARTICLE VI—AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at a meeting of the Board of Directors upon a majority vote of the Directors in office.

ARTICLE VII—NO MEMBERS

The Corporation shall have no members.

ARTICLE VIII—LIMITATION OF DIRECTOR LIABILITY

- (A) Except as otherwise provided by Article VIII(B) below, no Director of the Corporation shall have any personal liability to the Corporation for monetary damages for breach of his or her duties as a Director.
- (B) Nothing in Article VIII(A) above shall be deemed or construed to eliminate or limit the liability of a Director for:
- (1) Any transaction in which the Director's personal financial interest is in conflict with the financial interest of the Corporation;
 - (2) 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
 - (3) Any transaction from which the Director derived an improper personal benefit.

ARTICLE IX —INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify each of its Directors, Officers and exempt salaried staff ("exempt" in this provision means from wage and hour laws and regulations) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Director or Officer or a member of the exempt salaried staff of the corporation, or is or was serving at the request of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in such a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Except as provided herein below, any such indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer or member of the exempt salaried staff is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be

Harold E. Hopkins

Notary Public, Jefferson County, Kentucky

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