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AMD

Alison Lundergan Grimes
Kentucky Secretary of State

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ARTICLES OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
BOYLE COUNTY INDUSTRIAL FOUNDATION, INC.

Boyle County Industrial Foundation, Inc., a Kentucky non-profit organization organized under the laws of the Commonwealth of Kentucky, sets forth the following Articles of Amendment and Restated Articles of Incorporation for the purpose of converting to a non-stock, nonprofit corporation pursuant to the Kentucky Revised Statutes Chapter 271B and Chapter 273 and for the further purpose of restating in their entirety the entity's Articles of Incorporation.

ARTICLE 1
NAME

The name of the Corporation is Boyle County Industrial Foundation, Inc.

ARTICLE 2
PURPOSE

The purpose for which the Corporation is incorporated, which purpose is the same as stated in its original Articles of Incorporation filed with the Secretary of State of the Commonwealth of Kentucky on December 11, 1961, is to promote the advancement and development of the City of Danville and Boyle County, Kentucky, industrially and commercially. To accomplish this purpose, the Corporation shall have full power and authority to buy, own, sell, trade and deal in real estate, and/or personal property, and to improve the same so as to make it suitable for industrial and business purposes; to borrow money, and pledge or encumber its assets therefor and to issue evidence of its indebtedness therefor; to subscribe for, purchase, own, hold and transfer stocks, bonds and other securities and obligations; to make

loans to any manufacturing or commercial corporation, partnership or individual now or hereafter located or doing or proposing to do business in Danville or Boyle County, Kentucky; to advertise the advantages of the City and County for industrial and business purposes; to empower one or more of its Board of Directors to act as the director or directors for and on its behalf in any corporation indebted to the Corporation or in any corporation in which the Corporation may be a stockholder; and in general to perform all other acts which may be deemed necessary to carry into effect the foregoing purpose for which the Corporation is organized.

ARTICLE 3 **NONPROFIT**

The Corporation shall be a non-stock, nonprofit Corporation in accordance with the provisions of KRS 273.161 - 273.387. No part of the income or profits of the Corporation shall inure to any private individual, officer, or director of the Corporation. In the event of dissolution of the corporation either voluntarily or otherwise, the net assets of the Corporation remaining after payment of its debts shall be paid over to the Danville-Boyle County Economic Development Partnership, Inc., or its successor.

ARTICLE 4 **MEMBERS**

The Corporation shall have no members, and the Corporation shall not issue any shares of capital stock. All outstanding capital stock as of the date of the filing of these Articles shall be cancelled.

ARTICLE 5
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is 105 East Walnut Street, Danville, Kentucky 40422, and the registered agent, located at the same address, is Jody A. Lassiter.

ARTICLE 6
PRINCIPAL OFFICE

The mailing address of the Corporation's principal office is 105 East Walnut Street, Danville, Kentucky 40422.

ARTICLE 7
DIRECTORS

The number of persons constituting the Board of Directors shall be at least 9 but not more than 18 Directors, the exact number of which shall be fixed by the Bylaws. The names of the persons who serve as Directors are as follows, all of whom have a mailing address of 105 East Walnut Street, Danville, Kentucky 40422:

John C. Albright	Director (Chairman)
Greg W. Caudill	Director (Vice Chairman)
Walter L. Goggin	Director (Secretary)
Alan R. Turbyfill	Director (Treasurer)
Jody A. Lassiter	Director (President/Chief Executive Officer)
Joey Harris	Director
James L. Jacobus	Director
Carl E. Metz	Director
Jennifer Gilbert Newby	Director
John A. Roush	Director
Robert E. Rowland	Director
Erin Tipton	Director
Harold W. McKinney	Director (<i>ex officio</i> , non-voting)
Ron Scott	Director (<i>ex officio</i> , non-voting)

ARTICLE 8
INCORPORATORS

The names of the incorporators at the time of its incorporation were Bruce Montgomery, M.C. Minor, and Jarrett Stites, all of Danville, Kentucky 40422.

ARTICLE 9
LIMITATION OF DIRECTOR LIABILITY

No Director shall be liable to the Corporation for monetary damages for breach of his or her duties as a Director, except that liability is not limited for any of the following:

- (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
- (c) For any transaction from which the Director derives an improper personal benefit.

ARTICLE 10
CONVERSION

The Corporation is hereby converted into a non-stock, nonprofit corporation under KRS 273.161 – 273.387.

ARTICLE 11
APPROVAL

The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote on the conversion and on these amended and restated Articles of Incorporation, and the total number of undisputed votes cast in favor of the conversion and

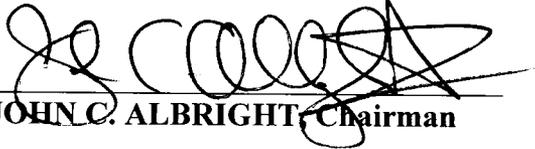
these amended and restated Articles of Incorporation at the Annual Meeting of the Corporation's shareholders held on June 8, 2009, are as follows:

<u>Designation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Cast for the Amendment</u>
Common Stock	945	945	507.5

CERTIFICATE

These Articles of Amendment and Restated Articles of Incorporation for Boyle County Industrial Foundation, Inc. were duly adopted and approved by the Board of Directors and signed by the Chairman and Secretary of the Corporation on March 10, 2016.

Boyle County Industrial Foundation, Inc.

By: 
JOHN C. ALBRIGHT, Chairman

By: 
WALTER L. GOGGIN, Secretary

STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to KRS 14A.4-010, the undersigned, as the registered agent identified in Article 5 of the Articles of Amendment and Restated Articles of Incorporation of Boyle County Industrial Foundation, Inc. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or the initial registered agent resigns in accordance with the Kentucky Nonprofit Corporation Acts.

Date: March 10, 2016

**BOYLE COUNTY INDUSTRIAL
FOUNDATION, INC.**

By: Jody A. Lassiter
Name: Jody A. Lassiter
Title: President / CEO

THIS INSTRUMENT PREPARED BY:


David E. Longenecker
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