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AMD

Trey Grayson, Secretary of State
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COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE

Division of Corporations
Business Filings
PO Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Articles of Amendment
(Domestic Nonprofit Corporation)

NPA

Pursuant to the provisions of KRS Chapter 273, the undersigned applies to amend articles and, for that purpose, submits the following statements:

1. The name of the corporation on record with the Office of the Secretary of State is:

Friends of Carter Caves, Inc.

(The name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted: Page 2, Article 4 is amended to delete sub-
paragraphs A-D and to substitute the following language only as
mandated by the IRS: this non-profit corporation is organized
exclusively for charitable, religious, educational, and scientific
purposes, including, for such purposes, the making of distributions to organi-
ations that qualify as exempt organizations under section 501(c)(3) of the

Internal Revenue Code, or corresponding section of any future federal tax

3. The date of adoption of each amendment was cc 3 January 26, 2010

4. Check either a, b or c (whichever is applicable):

- a. The amendment(s) was (were) duly adopted by a quorum present at such meeting and that such amendment received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.
- b. The amendment(s) was (were) duly adopted by consent in writing and was (were) signed by all members entitled to vote with respect thereto.
- c. The amendment(s) was (were) duly adopted by the board of directors and such amendment(s) received the vote of a majority of the directors in office since there are no members or members entitled to vote.

5. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is 1/26/10
(Delayed effective date and/or time)

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

Signature of Officer or Chairman of the Board

John Tierney CHAIRMAN
Printed Name & Title

1/26/10
Date

**AMENDED
ARTICLES OF INCORPORATION**

OF THE

FRIENDS OF CARTER CAVES, INC.

WE THE UNDERSIGNED having associated for the purposes of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes, hereby certify as follows:

ARTICLE I

The name of the corporation shall be: **FRIENDS OF CARTER CAVES, INC**

ARTICLE II

The term of existence of the corporation shall be perpetual.

ARTICLE III

A. The address of the registered office of the corporation is:

**Friends of Carter Caves
c/o Carter Caves State Resort Park
344 Caveland Drive
Olive Hill KY 41164**

B. The mailing address of the principal office for the corporation is:

**Friends of Carter Caves
c/o Carter Caves State Resort Park
344 Caveland Drive
Olive Hill KY 41164**

C. The name of the initial registered agent for service of process, located at such address is: **Lisa Pruitt-Thorner, B.A., J.D.**

ARTICLE IV

This non-profit 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 corresponding section of any future federal tax code.

ARTICLE V

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 these articles.

ARTICLE VI

A. The Corporation shall be irrevocably dedicated to and operated exclusively for non-profit purposes.

B. In carrying out the corporate purposes described in these articles, the Corporation shall have all powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in Kentucky Revised Statutes Chapter 273.171 (or corresponding provision of any later state statute) except as may be otherwise stated in these Articles.

C. 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 any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by the laws of the Commonwealth of Kentucky and by Carter Caves State Resort Park;
2. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws; and
3. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

ARTICLE VII

The names and addresses of incorporators are:

NAME	ADDRESS
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John Tierney,	2902 Carter Caves Road, Olive Hill KY 41164
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Joleen Ramey,	6596 Carter Caves Road, Olive Hill KY 41164
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Jonathon Lewis,	154 Scott St, Olive Hill KY 41164
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Steve Duncan,	302 Landsdowne Ave, Grayson KY 41143
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ARTICLE VIII

The initial Board of Directors shall consist of a minimum of three (3). The initial Board of Directors shall serve temporary positions until June, 2010, at which time a permanent Board will be in place.

The names and addresses of the temporary directors are:

NAME ADDRESS

John Tierney, 2902 Carter Caves Road, Olive Hill KY 41164

Joleen Ramey, 6596 Carter Caves Road, Olive Hill KY 41164

Jonathon Lewis, 154 Scott St, Olive Hill KY 41164

Steve Duncan, 302 Landsdowne Ave, Grayson KY 41143

ARTICLE IX

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws.

All rules, regulations and mandates for enrollment of members and the election, appointment, and removal of directors and officers shall be contained within the bylaws.

ARTICLE X

A. The directors, officers, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

B. Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his or her duties as a director unless such act, omission or breach:

1. concerned or concerns a transaction in which the directors' personal financial interest was or is in conflict with the financial interests of the Corporation;
2. was not in good faith or involved or involves intentional misconduct on

the part of the director;

3. was known by the director to be a violation of law; or

4. resulted in an improper personal benefit to the director.

C. Any director or officer or former director or officer of the Corporation may be indemnified by the Corporation against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, in which she or he is made a party by reason of being or having been such director or officer, except in relation to matters as to which she or he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, its By-Laws or a resolution adopted after notice to members entitled to vote.

ARTICLE XI

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), as the Board of Directors shall determine.

ARTICLE XII

Amendments to these Articles shall be made pursuant to the provisions of Kentucky Revised Statutes 273.263 (or corresponding provisions of any later state statute).

In Testimony whereof, witness the hands of the incorporators on the day as

notarized below:

[Signature]
John Tierney

[Signature]
Joleen Ramey

[Signature]
Jonathon Lewis

[Signature]
Steve Duncan

COMMONWEALTH OF KENTUCKY
COUNTY OF Carter

The foregoing Articles of Incorporation were acknowledged before me by John P. Tierney on this 26th day of January, 2010.

My commission expires: 8-1-2012.

[Signature]
Notary Public

COMMONWEALTH OF KENTUCKY
COUNTY OF Carter

The foregoing Articles of Incorporation were acknowledged before me by Joleen Ramey on this 27th day of January, 2010.

My commission expires: May 16, 2011.

Cynthia L. Hill
Notary Public

COMMONWEALTH OF KENTUCKY
COUNTY OF Carter

The foregoing Articles of Incorporation were acknowledged before me by Jonathan Lewis on this 27th day of January, 2010.

My commission expires: May 16, 2011.

Cynthia L. Hill
Notary Public

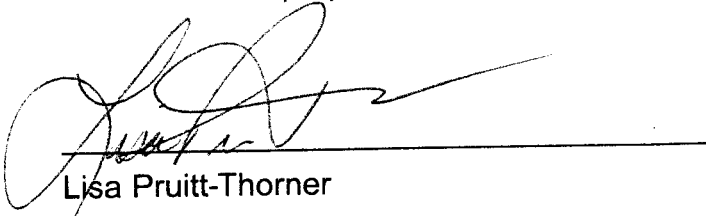
COMMONWEALTH OF KENTUCKY
COUNTY OF Carter

The foregoing Articles of Incorporation were acknowledged before me by Steve Durcan on this 26th day of January, 2010.

My commission expires: 8-1-2012.

David Hancock
Notary Public

This document prepared by:

A handwritten signature in black ink, appearing to read 'Lisa Pruitt-Thorner', is written over a solid horizontal line.

Lisa Pruitt-Thorner

Attorney at Law

2716 Panola Street

P. O. Box 352

Catlettsburg, Kentucky 41129

606-739-8434