**Second Amendment and Restatement of the Articles of Incorporation**

**of**

**Kentucky Genealogical Society, Inc.**

The Articles of Incorporation of Kentucky Genealogical Society, Inc. (hereinafter the “Articles”), as adopted on November 15, 1973, and amended on August 29, 1974, may be amended from time to time pursuant to Kentucky Revised Statute § 273.261. The undersigned Directors hereby amend and restate the Articles of this Non-Profit Corporation, pursuant to Kentucky Revised Statute § 273.261, as follows, with Articles IX through XI of the existing Articles being hereby repealed:

:

**Article I**

**Name of Corporation**

The name of the Corporation shall be "KENTUCKY GENEALOGICAL SOCIETY, INC." The period (".") is not made part of the corporation’s name.

**Article II**

**Term of Existence**

This corporation shall exist perpetually.

**Article III**

**Principal Place of Office**

The place in this state where the principal office of the Corporation is to be located at: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**Article IV**

**Purposes of Business**

The purposes or purposes for which the corporation are formed are:

1. To foster the science of genealogy through educational and research programs and projects which discover, preserve, produce, and public knowledge of a genealogical or historical nature;
2. To operate exclusively for nonprofit, charitable, educational, and scientific purposes, including, but not limited to making gifts and contributions to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as they now exist or as they may hereafter be amended;
3. To do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes, and to have and to exercise any of the foregoing purposes, and to have and to exercise all other powers and authority now or hereafter conferred upon nonprofit corporations under the law of the Commonwealth of Kentucky.

**Article V**

**No Shareholders**

The corporation is formed to have no shareholders.

**Article VI**

**Earnings**

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 Article IV hereof. 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article VII**

**Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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, which are organized and operated exclusively for such purposes.

**Article VIII**

**Board of Directors**

The corporation shall have a Board of Directors in which all of the powers of the corporation shall be vested and which shall consist of the Immediate Past President and \_\_\_\_\_\_\_ Directors elected from the active membership. If a Director holds two Officer positions on the Board, there shall be a 4th Director-at-large elected from the active membership.

The original Board of Directors are set forth herein as follows:

1. LIST DIRECTORS, NUMBERED, WITH HOME ADDRESS (“residing at…”)
2. ….
3. …
4. Etc…

IN WITNESS WHEREOF, I have subscribed my name this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_, 2022, to these articles and acknowledge the same to be my act.

**INCORPORATOR & OFFICER**:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

INSERT NAME

**BOARD OF DIRECTORS**:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

INSERT NAME, Chairman

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

INSERT NAME

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

INSERT NAME

 \*\* Add enough lines to match # of Directors.