

**RESTATED ARTICLES OF INCORPORATION
OF
MIDWAY RENAISSANCE, INC.**

Pursuant to the provisions of Section 273.273 of the Kentucky Revised Statutes, Midway Renaissance, Inc., hereby executes these Restated Articles of Incorporation, which are restated to read in their entirety as follows:

ARTICLE I

Name

The name of the corporation is Midway Renaissance, Inc. a Kentucky non-stock, nonprofit corporation. The period of incorporation is perpetual.

ARTICLE II

Purposes

Midway Renaissance, Inc. is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future federal tax code (the "Code"), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The specific purposes of Midway Renaissance, Inc. are to advance education, to reduce the burden of government, and to combat community deterioration by:

- 1) Assisting with and promoting economic development in the community;
- 2) Providing avenues for civic engagement and community involvement for the citizens of Midway;
- 3) Educating others about Midway, past and present;
- 4) Working in partnership with other nonprofit entities, governmental entities, business owners and citizens to improve the quality of life in Midway; and
- 5) Engaging in any other activity or business permitted by corporations formed under the provisions of Chapter 273 of the Kentucky Revised Statutes that are exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE III

Restrictions

This corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer or other private person, except 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 II 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 any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Restated Articles of Incorporation, the corporation shall not conduct, or engage in, except to an insubstantial degree, any activities or exercise any powers that are not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code. Further, if the corporation is classified as a private foundation as defined in Section 509 of the Code, the corporation shall be subject to the restrictions, limitations, and conditions set forth in Kentucky Revised Statutes Section 273.400 et. seq..

ARTICLE IV Dissolution

In the event of the dissolution of the corporation, the Board of Directors shall cause the assets of the corporation to be applied and distributed as follows:

- 1) All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefor;
- 2) Assets held by the corporation upon a condition which occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirements; and
- 3) All of the remaining assets of the corporation shall be transferred or conveyed to an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE V Bylaws

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the by-laws of the corporation, which shall be adopted by the board of directors.

ARTICLE VI Members

The corporation shall be a membership organization. Qualifications and requirements for membership, membership meetings, voting and quorum requirements for members, and the rights and duties of members shall be set forth in the by-laws.

ARTICLE VII Stock

The corporation shall not have or issue shares of stock...

ARTICLE VIII Directors

The affairs and business of the corporation shall be conducted by a Board of Directors.

- 1) The number of directors shall be fixed in accordance with the corporation's by-laws, but shall include not less than three (3) persons.

- 2) The corporation's by-laws may prescribe qualifications for directors.
- 3) Directors shall be elected or appointed in accordance with the corporation's by-laws, and the terms of directors shall be as provided in the corporation's by-laws.
- 4) Directors may be removed from office as provided in the corporation's by-laws.
- 5) Vacancies on the Board of Directors shall be filled as provided in the corporation's by-laws.

ARTICLE IX

Limitation of Director Liability

The liability of the directors of the corporation is limited to the greatest extent permitted by law and no director shall be personally liable to the corporation for monetary damages for breach of his or her duties as a director, except for the following, which shall be construed as narrowly as legally permissible:

- 1) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
- 2) For acts or omissions not in good faith or which involve intentional misconduct or are know to the director to be a violation of law; or
- 3) For any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent permitted by the Kentucky Revised Statutes, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of the repeal or modification.

ARTICLE X

Amendment

These Restated Articles of Incorporation may be amended by a vote of the members of the corporation. Voting and quorum requirements shall be set forth in the by-laws.

AFFIRMATION OF ADOPTION

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation of Midway Renaissance, Inc., and have been duly adopted by the members of the corporation at a meeting thereof held on _____, 2008, at which a quorum was present, and at which the amendments received at least two-thirds of the votes cast by members present or represented by proxy. These restated and amended Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, as authorized office of the corporation, has duly executed these Restated Articles of Incorporation this the _____ day of _____, 2008.

