

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF THE
KENTUCKY LEAGUE OF CITIES CORPORATION

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JOHN Y. DUNN III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY *[Signature]*

Pursuant to the provisions of KRS 273.263 and 273.273, the Articles of Incorporation of the Kentucky League of Cities Corporation (KLCC) have been amended and restated as herein set forth. At a meeting held on November 19, 1998, the KLCC Board of Directors, by a majority vote of its members, changed the corporation's articles by amending Articles I, II, VI, and IX as follows:

FIRST: Article I was amended to change the name of the corporation from Kentucky League of Cities Corporation to Kentucky League of Cities, Inc.

SECOND: Article VI was amended to eliminate the class of member known as "Affiliate Member," eliminate references to "General Member," and provide that the corporation shall have only one (1) class of member.

THIRD: Articles II and IX were amended to eliminate references to "general" member, so that a participant in the one and only membership class is simply referred to as a "member."

The restated articles below correctly set forth the provisions of the Kentucky League of Cities, Inc. Articles of Incorporation, as amended, and these articles supersede all corresponding provisions of the articles of the Kentucky League of Cities Corporation, as amended.

ARTICLE I

Name

The name of the corporation is Kentucky League of Cities, Inc.

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ARTICLE II

Purposes and Powers

A. The corporation is organized and operated exclusively to carry out essential governmental functions for and on behalf of its members, including the following specific purposes:

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1. to represent the collective interests of its members with the executive, legislative, and judicial branches of state and federal government;
2. to facilitate improvements in city government within the Commonwealth of Kentucky by providing appropriate technical assistance and expert advice to member city officials;
3. to conduct research in areas of interest to member cities and to make the results of the research available to member city officials and other interested parties;
4. to serve as a repository of publications, research materials, and data related to the operations of city government and the duties and responsibilities of city officials, and to make the materials available to member city officials;
5. to develop and operate programs and services designed to promote efficiency and cost savings in the operation of city governments, including, for example, “pooled” insurance programs, municipal bond issuance and other financing programs, tax and fee collection programs, and purchasing services;
6. to develop and conduct conferences, seminars, meetings, and workshops that will provide educational opportunities and training for city officials and forums for the exchange of information and ideas among city officials;
7. to publish and circulate among the members and other interested parties an official organizational publication and other materials of interest to its members;
8. to act as an agency for the promotion of constructive and cooperative intergovernmental relations by developing and maintaining relationships with groups representing local, state, and regional governments; and
9. to do any and all other things necessary and proper for the benefit of its members.

B. In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes and all of the corporation’s income shall accrue to the benefit of the city governments that become members of the corporation.

ARTICLE V

Directors

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) members. The exact number of directors shall be set in the manner provided in the Bylaws. The initial board of directors shall consist of nine (9) persons who shall serve until a new board of directors is appointed as provided in the Bylaws. Each director shall continue as a director until his or her successor has been appointed and qualified or until he or she is removed by the Board of Directors of the Kentucky League of Cities, with or without cause.

ARTICLE VI

Members

The corporation shall have one (1) class of member. Any legally incorporated and active city government in the Commonwealth of Kentucky may become a member of the corporation. The procedure for becoming a member and the rights and privileges of the members, including any voting rights, shall be as set forth in the Bylaws.

ARTICLE VII

Limitation of Director Liability

No director shall be personally liable to the corporation for monetary damages for breach of his or her duties as a director except for liability:

- (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.

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 then permitted by the

Kentucky Revised Statutes, as so 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 such repeal or modification.

ARTICLE IX

Distribution of Assets Upon Dissolution

Upon dissolution of the corporation, all assets remaining after the settlement of all debts and the liquidation of all property shall be returned pro-rata to the members as set forth in the bylaws.

Dated this 23rd day of NOVEMBER, 1998.

KENTUCKY LEAGUE OF CITIES CORPORATION

By: *Bert May*
Bert May, President

THIS INSTRUMENT WAS PREPARED BY:

William A. Thielen

William A. Thielen, General Counsel
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