

**ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
Of
LEXINGTON FAIRNESS,
INC.**

0686468.09

AMcRay
NAOA

Trey Grayson
Secretary of State
Received and Filed
06/27/2008 12:50:10 PM
Fee Receipt: \$8.00

Pursuant to the provisions of KRS 273.267 and under Article IX, Section 1 of the ByLaws of this corporation the following Articles of Amendment to the Articles of Incorporation of Lexington Fairness, Inc. are hereby adopted.

No shareholder action is required. The designated amendment was unanimously adopted by the Corporation's Board of Directors at a joint meeting held May 12, 2008.

RESOLVED that the Articles of Incorporation for the Lexington Fairness, Incorporated shall be amended to read:

Article II: Lexington Fairness is organized as a not-for-profit corporation under the statutes of the Commonwealth of Kentucky. This ORGANIZATION is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, including for such purposes, the making if distribution to ORGANIZATIONS that qualify as exempt ORGANIZATIONS. Upon the dissolution if this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article V: The number of directors constituting the board of directors is 15. The names and mailing addresses of the persons who are to serve as the directors are as follows:

Jonathan Barker	Lexington	KY
Paul Brown	Lexington	KY
Sean Cooper	Lexington	KY
Jennifer Crossen	Lexington	KY
Beth Hartmann	Lexington	KY
Aaron Hutson	Lexington	KY
Joseph Miniard	Lexington	KY
Jeffery Moore	Lexington	KY
Christopher Pemberton	Lexington	KY
Caitlin Powel	Lexington	KY
Joey Rose	Lexington	KY
Zack Sackett	Lexington	KY
Shannon Stuart-Smith	Lexington	KY
Andrew Tan	Lexington	KY
Burley Thomas	Lexington	KY

Dated: May 12th, 2008

By: 
PAUL BROWN
Chair