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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE FOUNDATION FOR A HEALTHY KENTUCKY**

Trey Grayson
Secretary of State
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THE FOUNDATION FOR A HEALTHY KENTUCKY, INC. (the "**Corporation**"), a nonprofit corporation organized and existing under the Kentucky Nonprofit Corporation Acts, as amended, KRS 273.161 to 273.390, states as follows pursuant to KRS 273.267:

1. The name of the corporation is THE FOUNDATION FOR A HEALTHY KENTUCKY, INC.

2. The Corporation has no members entitled to vote on the following amendments to the Corporation's Articles of Incorporation (the "**Articles of Amendment**").

3. At a meeting of the Board of Directors of the Corporation held on February 9, 2009, these Articles of Amendment were adopted by vote of a majority of the Corporation's directors in office on the date of such meeting:

Subparagraph (f) of Article II of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety as follows:

(f) Except as provided below in this subparagraph (f), any other provision of these Articles to the contrary notwithstanding, the Corporation shall not make any contribution or grant if such contribution or grant would cause the net assets of the Corporation to fall below \$45 million or if such contribution or grant would increase a deficit in the net assets of the Corporation below \$45 million. Should the net assets of the Corporation fall below \$45 million, due to investment fluctuations, operating expenditures, or for any other reason, the Corporation shall cease to make any contributions or grants (except to the extent it has a legally binding obligation to do so or to the extent required by law, including, if applicable, by Section 509 of the Code or by Section 4942 of the Code), until such time as it is in compliance with the first sentence of this subparagraph (f). The foregoing grant restriction shall not apply to grant payments made prior to January 1, 2012 pursuant to a grant initiative, including a multi-year grant initiative, of the Corporation that was approved for funding by the Corporation's Board of Directors on or before February 9, 2009 ("Covered Grants") to the extent that the total grant payments made for all such Covered Grants in any calendar year do not exceed \$1.7 million.

4. These Articles of Amendment shall take effect upon their filing with the Secretary of State of the Commonwealth of Kentucky.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, the undersigned duly authorized officer hereby executes these Articles of Amendment on behalf of the Corporation on this 28th day of February, 2009.

“Corporation”
THE FOUNDATION FOR A HEALTHY KENTUCKY,
INC., a Kentucky nonprofit corporation

By: *Paul M. Blair*

Its: *Board Chair*

This Instrument Prepared By:

Theodore T. Myre, Esq.

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