

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ARC OF SEDGWICK COUNTY, INC.

Business Entity Id No. 0236356

KNOW ALL PERSONS BY THESE PRESENTS:

Amendment and Restatement of Articles. The corporation's name is The Arc of Sedgwick County, Inc. The corporation was incorporated as a not for profit corporation pursuant to Articles of Incorporation filed March 17, 1954 with the Kansas Secretary of State. Pursuant to K.S.A. § 17-6605, the corporation hereby amends and restates its Articles of Incorporation. The amendments made by this instrument do **not** include a change in the name of the corporation.

Approval of Amendment. The amendment and restatement made by these Amended and Restated Articles of Incorporation have been effected in conformity with the provisions of K.S.A. 17-6602. The corporation has no capital stock. The board of directors, as the governing body of the corporation, adopted a resolution setting forth the amendments to the articles of incorporation and declaring their advisability. At a subsequent meeting, held 21 days after the meeting at which such resolution was passed by the board of directors, a majority of the members of the corporation present at a duly called meeting of the members voted in favor of such amendment.

No Reduction in Capital. The capital of the corporation will not be reduced by reason of this restatement and amendment.

The Articles of Incorporation of the corporation are hereby superceded by the following Amended and Restated Articles of Incorporation:

This corporation is organized as a **Not For Profit** corporation under the laws of the State of Kansas.

ARTICLE I
NAME

The name of the corporation is The Arc of Sedgwick County, Inc.

ARTICLE II.
REGISTERED OFFICE AND AGENT

The registered office of the corporation is located in Sedgwick County, Kansas at 2919 West Second Street, Wichita, KS 67203. The corporation's resident agent at such address is Kevin F. Fish.

ARTICLE III.
PURPOSE OF CORPORATION

This corporation is organized exclusively for charitable and educational purposes that qualify under Internal Revenue Code Section 501(c)(3) (or the corresponding provision under any future United States Internal Revenue Code). The corporation improves the quality of life for individuals with disabilities and their families by providing educational and social opportunities to enhance development of individual potential while advocating for supports and services in the community.

ARTICLE IV.
POWERS

In order to further such objects and purposes, this corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, including the power to own, accept, acquire and dispose of real or personal property, and to obtain, invest and retain funds in advancing the purposes set out in Article III.

ARTICLE V.
PROHIBITED ACTIVITIES

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this 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 Articles III hereof.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V.

CAPITAL STOCK

This corporation will not have authority to issue capital stock.

ARTICLE VI.

MEMBERSHIP

The following shall be set forth in the bylaws of the corporation: (1) authorized number, if any, and qualifications of members; (2) the different classes of membership, if any; (3) voting and other rights and privileges of members; (4) the liabilities of members for dues and assessments and the method of collection of due; and (5) the termination and transfer of membership.

ARTICLE VII.

BOARD OF DIRECTORS

The following shall be set forth in the bylaws of the corporation: (1) the manner in which directors shall be chosen and removed from office; (2) their number, qualifications, powers, duties, compensation, if any; (3) the tenure of office; (4) the manner of filling vacancies on the Board; and (5) the manner of calling and holding meetings of the Board of Directors.

ARTICLE VIII.

BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend or repeal bylaws of the corporation.

ARTICLE IX.

DIRECTORS' LIABILITY

(1) No director shall be personally liable to the corporation or its members, for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing, a director shall be liable to the extent provided by applicable law:

- (i) for breach of the director's duty of loyalty to the corporation or its members;

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(iii) for any transactions from which the director derived an improper personal benefit.

(2) No amendment to or repeal of this Article shall apply to or have any affect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

(3) Except to the extent a director may violate such director's duties to the corporation under this Article, the corporation shall indemnify and hold the directors harmless against all other liabilities, including payment of reasonable costs of defense against any such alleged acts or omissions of the director.

ARTICLE X.

TERM

The term for this corporation is to exist as perpetual.

ARTICLE XI.

DISSOLUTION

Upon the dissolution of this corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. The board of directors shall give due consideration to organizations organized and operated for charitable purposes similar to those of the corporation. Any such assets not disposed of by the board of directors shall be disposed of by the District Court of Sedgwick County, Kansas for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 19th day of April 2009.

Name: Ken W. Dannenberg
Title: president, The Arc of Sedgwick County,
Inc.

STATE OF KANSAS)
)
COUNTY OF SEDGWICK)

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On this 27th day of April 2009, before me, a Notary Public in and for said state, personally appeared Ken W. Dannenberg, as President of The Arc of Sedgwick County, Inc., known to me to be the person who executed the within Amended and Restated Articles of Incorporation and acknowledged to me that such person executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Notary Public in and for
said County and State

My Appointment Expires:
