

State of Indiana  
Office of the Secretary of State

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF  
INCORPORATION

of

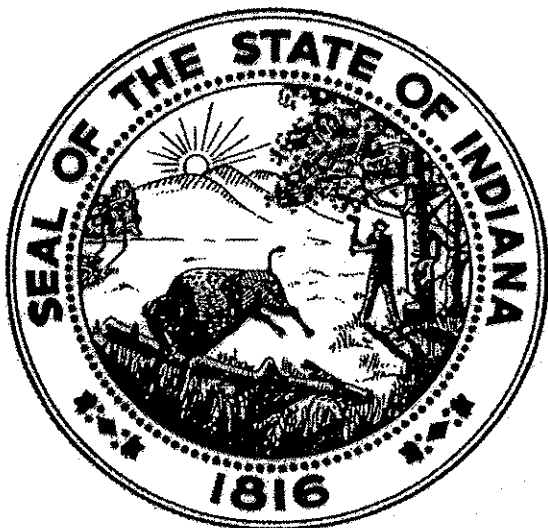
MARION COUNTY FIRST STEPS COUNCIL, INCORPORATED

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Amended and Restated Articles of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

The name following said transaction will be:

PROKIDS, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, May 28, 2002.



In Witness Whereof, I have caused to be  
affixed my signature and the seal of the  
State of Indiana, at the City of  
Indianapolis, May 28, 2002.

*Sue Anne Gilroy*

SUE ANNE GILROY,  
SECRETARY OF STATE

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE ARTICLES OF INCORPORATION OF  
MARION COUNTY FIRST STEPS COUNCIL, INCORPORATED

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The undersigned officer of:

Marion County First Steps Council, Incorporated

(the "Corporation") existing pursuant to the provisions of:

Indiana Nonprofit Corporation Act of 1991  
(IND. CODE § 23-17 et seq.), as amended

(the "Act") desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation certify the following facts:

ARTICLE I - Amendment

SECTION 1: The date of incorporation of the Corporation is: January 28, 1999.

SECTION 2: The name of the Corporation following this amendment and restatement of its Articles of Incorporation is:

ProKids, Inc.

SECTION 3: The exact text of the amendment to the Articles of Incorporation is now as follows:

See attached Exhibit "A"

ARTICLE II Manner of Adoption and Vote

SECTION 1: Action by Directors

The resolutions proposing to amend and restate the Articles of Incorporation were adopted unanimously at a meeting held on May 3, 2002, at which a quorum of the Board of Directors was present.

SECTION 2: Action by Members

The amendments were approved unanimously at a meeting held on May 3, 2002, at which a quorum of members was present. Eight (8) members were entitled to vote, all of one class, and all voted in favor of the amendments.

SECTION 4: Compliance with legal requirements

The manner of the adoption of the Articles of Amendment and Restatement and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Code of By-Laws of the Corporation.

I hereby verify that the facts contained herein are true.

Dale Turner

Dale Turner, President

Exhibit "A"

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PROKIDS, INC.**

**ARTICLE I**  
**Name; Type of Corporation**

The name of the Corporation is ProKids, Inc. The Corporation is a public benefit corporation.

**ARTICLE II**  
**Purposes and Powers**

**Section 2.1. Purposes.** The Corporation is formed to:

- (a) Promote the health and development of young children through access to available programs and education of family members and those who provide services to families and children;
- (b) Establish priorities and oversee the appropriation and use of private, state and federal funds for building and supporting a comprehensive system of child/family advocacy and child-centered services in Indiana; and
- (c) Transact any and all lawful business for which not-for-profit corporations may be incorporated under the Act.

**Section 2.2. Nonprofit Purposes.**

- (a) The Corporation is organized to operate exclusively for the charitable purposes established in this Article II. Contributions received by the Corporation will either be used directly to satisfy these purposes or will be invested with the income generated therefrom used to carry out the Corporation's charitable purposes.
- (b) 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 (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding provisions of any subsequent Federal Tax laws, or
- (ii) By a corporation, contributions to which are deductible under Section 170(c)(1) or (2) or Section 2522(a)(1) or (2) of the Code, or corresponding provisions of any subsequent Federal tax laws.

Section 2.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 2.4. Limitation Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for the such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III** **Period of Existence**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV**  
**Resident Agent and Registered Office**

The name and location of the Resident Agent and Registered Office are Ann Ruhmkorff, 2511 East 46<sup>th</sup> Street, Suite E-1, Indianapolis, Indiana 46205.

**ARTICLE V**  
**Membership**

Section 5.1. Classes. The Corporation may have two or more classes of Members to include voting, non-voting and/or honorary, the criteria, dues, fees and assessments for which or waiver thereof, and the time and manner of payment thereof shall be determined by the Board of Directors and current voting Members of the Corporation.

Section 5.2. Voting Rights of Classes. Members of the Corporation not specifically designated by the current voting Members and Board of Directors as non-voting or honorary Members shall be considered voting Members entitled to one vote.

**ARTICLE VI**  
**Directors**

Section 6.1. Number of Directors. The initial Board of Directors, also called the Coordinating Team Members, is composed of fifteen (15) directors. The minimum number shall be three (3) and there shall be no maximum number of directors as the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation. However, under no circumstances shall the minimum number of directors be less than three (3).

Section 6.2. Terms of Directors. Directors of the Corporation shall be elected for such terms as may be fixed by the Code of By-Laws of the Corporation and shall, if the By-Laws shall so provide, be divided into as many groups whose terms of office expire at different times as the By-Laws shall provide.

Section 6.3. Removal of Directors. Any or all members of the Board of Directors of the Corporation may be removed for any reasonable cause by a vote of the majority of all the voting Members of the Corporation held during any meeting of the Members of the Corporation called expressly for that purpose.

**ARTICLE VII**  
**Provisions for the Regulation and**  
**Conduct of the Affairs of the Corporation**

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation or the Directors are as follows:

Section 7.1. Place of Meetings. Meetings of the Board of Directors of the Corporation shall be held at such place, either within or without the State of Indiana, as shall be specified in the respective calls, notices or waivers of notice of such meetings given in accordance with the By-Laws of the Corporation.

Section 7.2. Indemnification.

(a) The Corporation shall indemnify any person as of right who is or was a director, officer, or employee of this Corporation, or is or was serving as a director, officer, or employee of another corporation, partnership, or other enterprise at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a director, officer, or employee of the Corporation or of such other organization; provided, such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, in a manner which he had no reasonable cause to believe was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, suit, or proceeding, in a manner which he had reasonable cause to believe was unlawful.

(b) Any director, officer or employee of the Corporation who has been successful as a party on the merits or otherwise in his defense of any claim, action, suit, or proceeding referred to in the first sentence of Section 7.2(a) shall be indemnified as of right against expenses (including attorneys' fees) reasonably incurred by him in connection therewith (except to the extent covered by insurance).

(c) Except as provided in Section 7.2(b) above, any indemnification under Section 7.2(a) shall be made by the Corporation only upon a determination that indemnification of the particular director, officer, or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 7.2(a). Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of members

of the board of directors who were not parties to such claim, action, suit, or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, by independent legal counsel (who may be regular counsel of the Corporation or other disinterested person(s), such counsel or person(s) being hereafter called the "referee") in a written opinion. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

(d) The indemnification provided by this Section 7.2 shall not be deemed exclusive of any other rights to which a director, officer or employee may be entitled under any by-law, resolution, agreement, vote of the Members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or employee of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification provided by this Section 7.2 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

(e) This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section 7.2, together with expenses actually and reasonably incurred by him in connection with his defense thereof; provided that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty under this Section 7.2 to indemnify any such person to the extent such liability is covered by such insurance.

Section 7.3. Restriction Upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

Section 7.4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding such Director's participation in such action, if the fact of such interest shall be



disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote; provided, however, that such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 7.5. Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Corporation.

Section 7.6. By-Laws. The Member and Board of Directors of the Corporation shall have the power to adopt and amend the by-laws of the Corporation, which may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation.

Section 7.7. Powers of Board of Directors. Subject to any limitation or restriction imposed by law or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without authorization or approval of the Members of the Corporation.

Section 7.8. Not-for-Profit Status. Notwithstanding any contrary provisions contained herein, neither the Members of the Corporation nor the Board of Directors shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

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