



# ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R10 / 1-03) / Corporate Form No. 364-2 (May 1986)

Approved by State Board of Accounts 1995

APPROVED

AND

**INSTRUCTIONS:** Use 8 1/2" x 11" white paper for attachments.  
Present original and one copy to address in upper right corner of this form.  
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IND. SECRETARY OF STATE

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INDIANA SECRETARY  
OF STATE

2004 MAR 12 AM 10:40

TODD ROKITA  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
302 W. Washington St., Rm. E018  
Indianapolis, IN 46204  
Telephone: (317) 232-6576

Indiana Code 23-17-17-1 et seq.

FILING FEE: \$30.00

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

The undersigned officer of the Nonprofit Corporation named in Article I below (*hereinafter referred to as the "Corporation"*) desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (check appropriate box)

- ☐ The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- ☐ Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)
- ☒ Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

### ARTICLE I - Amendment(s)

SECTION 1: The name of the Corporation is:

Beyond Play, Inc.

SECTION 2: The date of Incorporation of the Corporation is:

July 25, 2002

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

1st Kids, Inc.

SECTION 4

The exact text of Article(s) I of the Articles of Incorporation is now as follows.

NAME

The name of the Corporation is 1st Kids, Inc.

SECTION 5

The date of adoption of the amendment to the Article(s) \_\_\_\_\_ was \_\_\_\_\_, 20\_\_\_\_.

State of Indiana  
Office of the Secretary of State

CERTIFICATE OF AMENDMENT

of

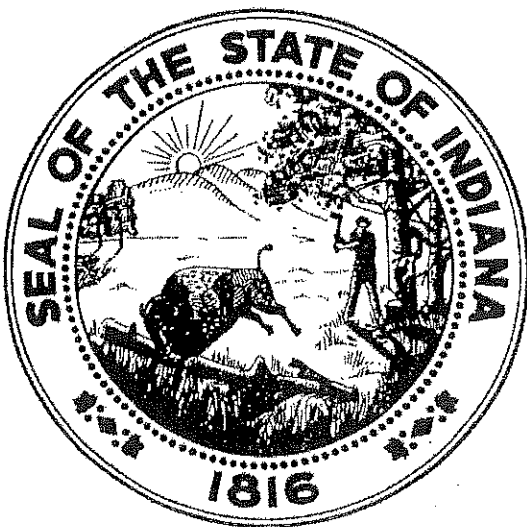
**BEYOND PLAY, INC.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment 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:

**1ST KIDS, INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, March 12, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 12, 2004.

A handwritten signature in cursive script that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

**APPROVED  
AND  
FILED**  
**IND. SECRETARY OF STATE ARTICLES OF INCORPORATION  
OF  
BEYOND PLAY, INC.**

INDIANA SECRETARY  
OF STATE  
2002 JUL 25 AM 9:18

*The undersigned incorporator, desiring to form a corporation (hereinafter referred to as "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:*

**ARTICLE I**

**NAME**

The name of the Corporation is Beyond Play, Inc.

**ARTICLE II**

**PURPOSES AND POWERS**

The purposes for which the Corporation is formed are:

**Section 1. General Purposes.** The Corporation is a nonprofit corporation which is founded to satisfy the educational needs and medical needs of children and for all other proper purposes under Indiana law.

**Section 2. Nonprofit Purpose.**

A. The Corporation is organized exclusively for the charitable and educational purposes set forth above, and the Corporation's activities shall be conducted in such a manner which maintains tax-exempt status for the Corporation under the laws of the United States of America and under the laws of the State of Indiana. The Corporation shall not allow any of its earnings or assets to benefit any member, director, or officer of the Corporation, or other private person; except, the Corporation shall be authorized and empowered to pay compensation for services rendered, and make payments and distributions in furtherance of the purpose set forth in Article II, Section 1, of these Articles of Incorporation.

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:

1. By a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or

2. By a corporation, contributions to which are deductible under Section 170(C)(2), Section 205582, or Section 252282 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**Section 3. Powers.** Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions 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 herein before 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 things incidental thereto or connected therewith which are not forbidden by law; and

B. To have, exercise and enjoy in furtherance of the purposes herein before 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.

### **ARTICLE III**

#### **TYPE OF CORPORATION**

The Corporation is a public benefit corporation which is organized for public and nonprofit purposes.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE V**

##### **REGISTERED AGENT, REGISTERED OFFICE AND PRINCIPAL OFFICE**

**Section 1. Registered Agent and Office.** The name and street address of the Corporation's registered agent and registered office for service of process are:

- (a) Registered Agent: Barbara Gustin.
- (b) Address of Registered Agent: 9222 Indianapolis Blvd., Highland, Indiana 46322.

**Section 2. Principal Office.** The post office address of the principal office of the Corporation is: 9222 Indianapolis Blvd., Highland, Indiana 46322.

#### **ARTICLE VI**

##### **MEMBERSHIP**

~~**Section 1. General.**~~ The Corporation shall not have members.

#### **ARTICLE VII**

##### **DIRECTORS**

**Section 1. Number of Directors.** The initial Board of Directors is composed of three (3) members. The exact number of directors of the Corporation shall be prescribed from time to time in the By-laws of the Corporation, provided, that there be a minimum number of three (3) directors at all times.

**Section 2. Qualifications.** The By-laws may prescribe qualifications for directors.

**Section 3. The Initial Board.** The initial Board of Directors consists of the following individuals:

1. Barbara Gustin.
2. Lisa Jameyfield.
3. La Kelvin B. Hill.

**Section 4. Terms.** The terms of directors shall be three (3) years, unless the Bylaws provide otherwise.

**Section 5. Staggered Terms.** The Board of Directors or Members may provide for the staggering of terms of directors in the By-laws. If such an election to stagger the terms of directors is made, the total number of directors shall be divided into three (3) equal groups; provided, if the total number of directors cannot be divided into three (3) equal groups that they be divided into three (3) groups whose respective totals do not vary by more than one director. At the initial election of directors to serve staggered terms, one group of directors shall be elected for one year, another group of directors shall be elected for two (2) years, and the third group of directors shall be elected for a period of three (3) years. All other elections of directors shall be for terms of three (3) years.

**Section 6. Powers.** The Board of Directors shall have the power to manage the property, affairs and business of the Corporation.

**Section 7. Compensation.** Directors shall not receive compensation for their services rendered to the Corporation while acting in the capacity of directors.

## **ARTICLE VIII**

### **OFFICERS**

**Section 1.** The Corporation shall have officers which the Board of Directors shall determine, and the Corporation's officers shall include a President, Vice-President, Secretary, and Treasurer and

such other officers as the Board of Directors may appoint from time to time. The duties, obligations and rights of officers of the Corporation shall be defined by the Articles of Incorporation, the Bylaws or the Board of Directors.

## **ARTICLE IX**

### **INCORPORATOR**

**Section 1.** The name and address of the Incorporator is as follows:

Greg A. Bouwer  
425 Joliet Rd., Suite 425  
Dyer, Indiana 46322

## **ARTICLE X**

### **PROVISIONS FOR THE REGULATION AND CONDUCT OF**

### **AFFAIRS OF THE CORPORATION**

Provisions, consistent with the laws of the State of Indiana, for the regulation and conduct of the affairs of the Corporation, in creating, defining, limiting, in regulating the powers of the Corporation, the Directors and the Officers are as follows:

**Section 1. By-Laws.** The Board of Directors shall have the authority and power to adopt, alter, amend or repeal the By-laws of the Corporation. The By-laws of the Corporation shall state all general and specific provisions for the regulation of the business and management of the affairs Corporation.

**Section 2. Indemnification of Officers and Directors.** The Corporation shall indemnify any director or officer of the Corporation, or former director or officer, against any expense actually or necessarily incurred by him/her in connection with the defense of any suit, action, or proceeding in which he/she is made a party by reason of being or having been a director or officer of the Corporation; provided a determination is made that:

- (1) The director or officer acting in good faith;
- (2) The director or officer reasonably believed that he/she acted in the best interest or at least not opposed to the best interest of the Corporation;
- (3) In the case of a criminal proceeding, the director or officer has reasonable cause to believe his/her action was lawful or had no reasonable cause to believe that his/her action was unlawful.

The Corporation shall indemnify any director or officer of the Corporation, or former director or officer, against the reasonable cost of settlement of any action, suit or proceeding, if the grounds in the preceding paragraph are found applicable to the settlement. The Corporation shall indemnify any director or officer who is wholly successful, on the merits or otherwise, in the defense of any proceeding in which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable expenses incurred by the director in connection with the proceeding. The Corporation shall have the power to purchase or maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not against any liability asserted against and incurred by the person in any such capacity, or arising out of the persons status as such, whether or not the Corporation would have the power to indemnify the person against such liability and the provisions of this article or any statute.

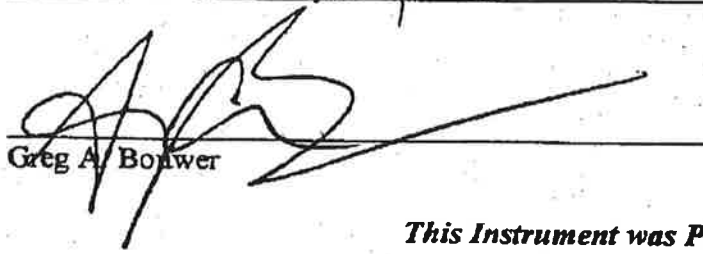
**Section 3. Distributions upon Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the



Corporation hereinabove set forth, or if it cannot receive such distribution, to such organization or organizations which are organized and operated exclusively for charitable, educational, religious, or scientific purposes that shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law and under the laws of the State of Indiana). Any such assets not so disposed of shall be disposed of by the Judge of the Lake Superior Court of Lake County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

*I hereby verify, subject to the penalties of perjury, the facts contained herein are true this*

24 day of July, 2002.

  
Greg A. Bouwer

*This Instrument was Prepared by:*

**Greg A. Bouwer  
Koransky & Bouwer, P.C.  
425 Joliet Rd., Suite 425  
Dyer, Indiana 46322  
(219) 865-6700**