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AMD
Alison Lundergan Grimes
Kentucky Secretary of State
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
THE COMPRESSION INSTITUTE, INC.
A Kentucky Nonprofit Company

Pursuant to the provisions of Kentucky Revised Statutes Chapter 273.263, this Kentucky Nonprofit Corporation has adopted the following Articles of Amendment to its Articles of Incorporation and submits the same to the Office of the Secretary of State for filing. The original Articles of Incorporation were initially submitted and approved by the Kentucky Secretary of State on August 5, 2011. These Articles of Amendment supersede the original articles of incorporation and all amendments thereto.

ARTICLE I. The name of the Corporation is **THE COMPRESSION INSTITUTE, INC.**

ARTICLE II. The purpose for which the Corporation is organized is exclusively for charitable, scientific, literary, and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code applicable to nonprofit companies. Furthermore, the Corporation has a primary exempt purpose of educating and informing organizations and individuals on the art and science of compression thinking – doing better with less – in order to improve the quality of life while greatly reducing resource use and eliminating toxins.

ARTICLE III. The name of the registered agent is David S. Veech, and the street address of the registered office is 1048 Briarwood Drive, Lawrenceburg, Kentucky 40342.

ARTICLE IV. The mailing address of the Corporation’s principal office is P.O. Box 6231, Louisville, KY 40206.

ARTICLE V. The number of directors constituting the board of directors is seven. The names and mailing addresses of the persons who shall serve as the initial board of directors are as follows:

Dr. Robert W. Hall
706 33rd Street
Hondo, TX 78861

John Ward
30 W. Sterling Lake Road
Tuxedo Park, NY 10987

Jason McVay
5515 Upton Avenue South
Minneapolis, MN 55410

David S. Veech
1048 Briarwood Drive
Lawrenceburg, KY 40342

Andrew Warrington
8932 Spicewood Ct
Indianapolis, IN 46260

Wayne Lindholm
5024 Valley View Rd
Edina, MN 55436

Marvin Klein
6719 N. Leroy Ave
Lincolnwood, IL 60712

ARTICLE VI. The name and mailing address of the Incorporator is David S. Veech, 1048 Briarwood Drive, Lawrenceburg, KY 40342.

ARTICLE VII. No part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation, or to any individual, except the Corporation shall be authorized and empowered to: 1) pay reasonable compensation for services rendered, and 2) make payments and distributions in furtherance of its charitable purposes.

ARTICLE VIII. The duration of the Corporation shall be perpetual, or until such time as the board of directors may determine that maintenance of the Corporation for its stated purposes is no longer necessary or practicable.

ARTICLE IX. The assets of the Corporation shall be permanently dedicated for an IRS Code Section 501(c)(3) purpose. Upon dissolution of the Corporation, the board of directors shall, after paying and making provision for the payment of all the liabilities of the Corporation, dispose of all such assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to an organization that is organized and operated exclusively for charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

ARTICLE X. The internal affairs of the Corporation shall be regulated by the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided by law.

ARTICLE XI. The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

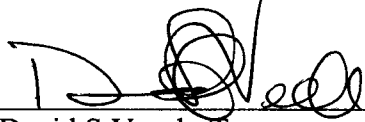
ARTICLE XII. The private property, both real and personal, of the Directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever. A volunteer Director of the Corporation shall not receive anything of value from the Corporation for serving as a Director other than reasonable per diem compensation or reimbursement for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director.

ARTICLE XIII. The Corporation shall provide for public inspection of all the information and supporting documents as required by federal, state or local regulation.

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION WERE DULY ADOPTED BY UNANIMOUS VOTE OF THE BOARD OF DIRECTORS ON THIS THE 17TH DAY OF APRIL, 2012.

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

**THE COMPRESSION INSTITUTE, INC.
A Kentucky Nonprofit Corporation**



David S. Veech, Treasurer
Original Incorporator and Member of the Board of Directors

RESTATED CONSENT OF THE REGISTERED AGENT:

I, DAVID S. VEECH, consent to serve as the registered agent on behalf of the Corporation.

REGISTERED AGENT



DAVID S. VEECH