

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CIVITAN INTERNATIONAL
(an Alabama nonprofit corporation)**

In accordance with applicable provisions of the Alabama Business and Nonprofit Entity Code (§ 10A-1-1.01 et seq., Code of Alabama (1975)) and the Alabama Nonprofit Corporation Law (§ 10A-3-1.01 et seq., Code of Alabama (1975)) (together, the “Nonprofit Corporation Law”), the undersigned corporation executes the following Certificate of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: The name of the filing entity is Civitan International.

SECOND: The filing entity is a nonprofit corporation.

THIRD: The Articles of Incorporation of the filing entity were filed on March 21, 1961 with the Office of the Judge of Probate of Jefferson County, Alabama. Amended and Restated Articles of Incorporation of the filing entity were filed with the Office of the Judge of Probate of Jefferson County on January 17, 2006.

FOURTH: The Amended and Restated Articles of Incorporation shall be amended in their entirety as follows:

**ARTICLE I
NAME**

The name of the filing entity is Civitan International, hereinafter referred to as the “Corporation.”

**ARTICLE II
TYPE OF FILING ENTITY**

The filing entity is a nonprofit corporation within the meaning of Section 10A-3-1.02(6) of the Alabama Nonprofit Corporation Law.

**ARTICLE III
PURPOSES**

The objects and purposes for which the Corporation is organized, and the powers which it may exercise in furtherance thereof, are as follows:

(a) The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes (or any combination thereof) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and the Regulations promulgated thereunder (the “Code”). The Corporation may promote and advance such purposes by any activity in which a corporation organized under the Nonprofit Corporation Law may engage, and may receive and maintain a fund or funds of real or personal property, or both, and administer and apply the income and principal thereof, for such purposes. Without limiting the generality of the foregoing, the Corporation is organized and shall be operated to build good citizenship by providing a volunteer organization of clubs dedicated to serving individual and community needs with an emphasis on helping individuals with disabilities and assisting other charitable and educational organizations engaged in the same or similar activities.

(b) The Corporation shall possess and may exercise all the powers and privileges vested in a nonprofit corporation by the Nonprofit Corporation Law or by any other law of the State of Alabama, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes for which the Corporation is organized; provided, that the activities conducted by the Corporation shall be subject to any restrictions set forth in these Amended and Restated Articles of Incorporation (these “Articles”) or the bylaws of the Corporation. The Corporation shall not conduct or carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3), or by an organization contributions to which are deductible under Code Section 170(c)(2).

(c) The foregoing clauses of this Article III shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Corporation expressly conferred by law, except as expressly stated herein.

ARTICLE IV MEMBERS

The Corporation shall have one or more classes of members. The qualifications, rights, preferences, duties, obligations and limitations of the members shall be set forth in the bylaws of the Corporation.

ARTICLE V DISSOLUTION

Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation remaining after payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations, associations or agencies exempt from federal income tax under Code Section 501(c)(3) providing services to or for the benefit of individuals with disabilities. The identity of the recipient or recipients of the assets of the Corporation upon the dissolution thereof shall be determined by the board of directors of the Corporation.

ARTICLE VI

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, no part of the earnings of the Corporation shall inure to the benefit of any director, officer or other person holding a position of influence with the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in connection with the accomplishment of one or more of its stated charitable purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or in opposition to any candidate for public office.

ARTICLE VII BOARD OF DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be that number set forth in the bylaws of the Corporation. The manner of electing directors, filling vacancies created by the resignation or removal of directors, and increasing or decreasing the number of directors constituting the board of directors is set forth in the bylaws of the Corporation. A director may be removed from office at any time, with or without cause, by the vote of a [majority] of the directors serving on the board of directors at the time such vote is taken.

ARTICLE VIII BYLAWS

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors of the Corporation. Any alteration, amendment or repeal and replacement of the bylaws shall not be effective until approved by the members of the Corporation having the right to vote on matters submitted for a vote by the members.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended from time to time in accordance with the terms and provisions of the Nonprofit Corporation Law. No amendment shall be made to these Articles of Incorporation which would in any way result in the operation of the Corporation for the private advantage or pecuniary profit of any director or officer thereof or permit the operation of the Corporation for any purpose other than the purposes described in Article III hereof.

ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

In amplification and not in limitation of the provisions of applicable law:

(a) Pursuant to Sections 10A-20-16.01 et seq., and Section 6-5-336 of the Code of Alabama (1975), as amended, and the Volunteer Protection Act of 1997, 42 U.S.C. § 14501 et seq., all non-compensated directors, officers and other volunteers of the Corporation shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such person that gives rise to the cause of action amounts to willful or wanton misconduct or fraud or gross negligence.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, unless he or she acted intentionally or willfully against the best interests of the Corporation. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted intentionally or willfully in a manner that was opposed to the best interests of the Corporation.

(c) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any indemnification under paragraphs (b) and (c) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (b) and (c) above. Such determination shall be made (i) by the board of directors of the Corporation by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim,

action, suit or proceeding, or (ii) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article X. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to his or her ability to make repayment.

(f) The indemnification authorized by this Article X shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment, modification, or repeal of this Article X shall diminish the right to indemnification with respect to any claim, cause, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

(g) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article X.

(h) There shall be no personal or individual liability of any director or officer for any debts, liabilities or obligations of the Corporation of any kind whatsoever.

FIFTH: The foregoing amendments have been approved in the manner required by the Nonprofit Corporation Law and the governing documents of the filing entity.

SIXTH: The foregoing amendments were adopted at a duly called meeting of the members of the filing entity at which a quorum was present held on _____, 202__. The amendments received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

IN WITNESS WHEREOF, Civitan International has caused this Certificate of Amendment to Amended and Restated Articles of Incorporation to be executed and verified by its duly authorized officers on this ____ day of _____, 202__.

CIVITAN INTERNATIONAL

By: _____
Name: _____
Title: President

By: _____
Name: _____
Title: Secretary

VERIFICATION

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

Before me, a Notary Public in and for said county in said state, personally appeared _____, who, being by me first duly sworn, and as Secretary of Civitan International, deposes and says that she/he has read the foregoing Certificate of Amendment to Amended and Restated Articles of Incorporation and is informed and believes and, upon the basis of such information and belief, avers that the facts alleged therein are true and correct.

Subscribed and sworn to before me this ____ day of _____, 202__.

[NOTARIAL SEAL]

Notary Public
My Commission expires _____

This instrument prepared by:

K. Wood Herren, Esq.
Bradley Arant Boult Cummings LLP
1819 Fifth Avenue North
Birmingham, Alabama 35203-2104
(205) 521-8000