

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF FORMATION
OF
KLEIN ARTS & CULTURE,
AN ALABAMA NONPROFIT CORPORATION**

Pursuant to Article 4 of the Alabama Nonprofit Corporation Law, Klein Arts & Culture hereby adopts the following Certificate of Amendment to its Certificate of Formation:

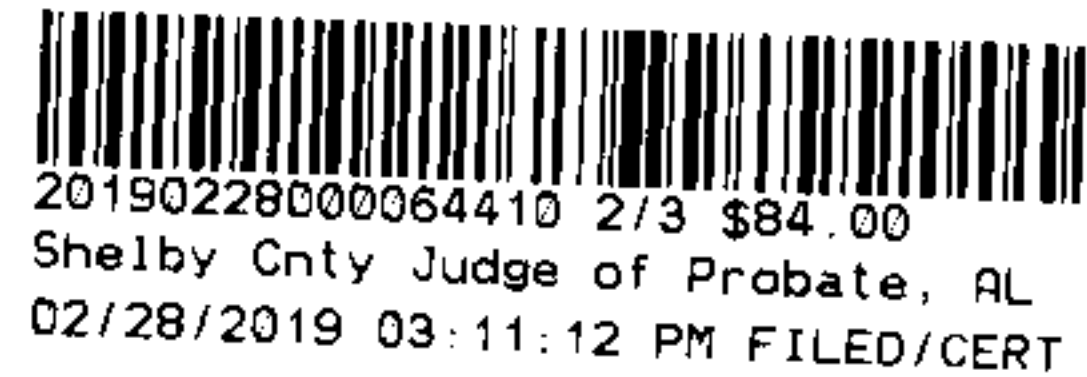
A. The name of the nonprofit corporation is Klein Arts & Culture (hereinafter "the Corporation").

B. Section 7 is amended to read as follows:

"7. Purposes for which corporation is formed are exclusively charitable, education, historical, artistic, and community; and more specifically, to preserve the historic Klein-Wallace House as an arts, education and cultural venue; to educate the public through exhibitions, events, and tours that honor the black and white histories that share this time and place; to offer space for conversations around race, rectification of past and present injustices, and social change; to make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and the transaction of any lawful business for which nonprofit corporations may be incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama. Provided, however, that the foregoing purposes are limited to those which are charitable, educational, and community purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and are further limited as provided in Section 12."

C. The following is added as Section 12:

"12. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the 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 Section 7 hereof. 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. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

D. The following is added as Section 13:

"13. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes."

E. There are no members of the Corporation. The amendments set out above were adopted by the directors of the Corporation by unanimous written consent or at a meeting of the board of directors held on the 20 day of February, 2019, at which a quorum was present; the amendment received the vote of a majority of the directors in office.

IN WITNESS WHEREOF, Klein Arts & Culture has caused this Certificate of Amendment to be executed by its President and Secretary, and verified by its President, on this 22 day of February, 2019.

Klein Arts & Culture

by 
as its President

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Shelby Cnty Judge of Probate, AL
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by *Dubane Adams*
as its Secretary

VERIFICATION

I, *Nell H. Gottlieb*, President of Klein Arts & Culture, do hereby verify that all of the statements in the foregoing instrument are true and correct, and that I signed the foregoing instrument as President of the Corporation.

Nell H. Gottlieb
President

Sworn to and subscribed this 22 day of February, 2019.

Tammy L. Seale
Notary public
Commission expires: 09-09-2019

