No. N00035656

EXHIBIT ____

STATE OF MISSOURI

Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

FOREST PARK FOREVER, INC.

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 26TH DAY OF FEBRUARY, 1996.

Rebecca McDowell Cook
Secretary of State

$10.00

S.O.S. #30

State of Missouri

Rebecca McDowell Cook, Secretary of State
P. O. Box 778, Jefferson City, MO 65102
Corporation Division

FILED AND CERTIFICATE ISSUED
FEB 26 1996
Rebecca McDowell Cook
SECRETARY OF STATE

Articles of Amendment for a Nonprofit Corporation

(Submit in duplicate with filing fee of $10.00)

The undersigned corporation, for the purpose amending its articles of incorporation, hereby adopts the following articles of amendment:

(1) The name of corporation is: Forest Park Forever, Inc.

(2) The text of the amendment(s) and the date(s) of adoption are as follows:

The Articles of Incorporation are hereby amended and restated to read as set forth in the attached Amended and Restated Articles of Incorporation.

(3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): X

(4) If approval by members was required, check here and provide the following information: _____

A. Number of memberships outstanding: _____

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number voting undisputed:

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: N/A

In affirmation of the facts stated above,

(Authorized signature of officer or chairman of the board) — Secretary (Title) — Feb. 6, 1996 (Date of signature)

Corp. #53A (6-95)

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FOREST PARK FOREVER, INC.

ARTICLE 1: NAME OF CORPORATION

The name of the Corporation is:

FOREST PARK FOREVER, INC.

ARTICLE 2: CLASSIFICATION

The Corporation is a public benefit corporation.

ARTICLE 3: MEMBERS

The Corporation shall have no members.

ARTICLE 4: CORPORATION'S DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 5: REGISTERED OFFICE; REGISTERED AGENT

The address of the Corporation's registered office in the State of Missouri is:

5595 Grand Drive
St. Louis, Missouri 63112

And the name of its registered agent at said address is:

Sue Clancy.

ARTICLE 6: BOARD OF DIRECTORS

The Corporation shall have a Board of Directors of such number, elected or appointed in such manner, serving for terms of such length and number and otherwise meeting requirements as set forth in the Corporation's By-Laws.

ARTICLE 7: CORPORATION'S PURPOSE

The Corporation is organized to (a) promote the rebuilding and restoration of Forest Park in St. Louis through development of wide-based financial and citizen support to guarantee that Forest Park will continue its preeminence as a major metropolitan and regional asset of greater St. Louis forever, (b) promote and enhance the use of Forest Park by all members of the St.

Louis community, (c) facilitate the coordinated operation of the institutions located in Forest Park, and (d) coordinate the activities of the Corporation with the appropriate agencies of the City of St. Louis.

; provided that the Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), including, for such purposes, the receiving of gifts and grants and the making of distributions thereof for purposes and activities that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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 this Article 7.

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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a corporation organized under the Missouri Nonprofit Corporation Act as now existing or hereafter amended.

ARTICLE 8: DISSOLUTION

Upon the dissolution or termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any individual, and the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as 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), as the board of directors shall determine.

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ARTICLE 9: INDEMNIFICATION

(A) Liabilities Covered

1. 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 action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the Corporation or (at the request of the Corporation and in addition to his or her service as a Director or Officer of the Corporation) is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, to the full extent and under the circumstances permitted by law; provided, however, that the Corporation shall have no obligation to pay any amounts hereunder with respect to any settlement to which it has not previously agreed in writing.

2. In addition, the Corporation may (but shall not be obligated to) indemnify any person who was or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an employee, agent or volunteer of the Corporation or is or was serving at the request of the Corporation as an employee, agent or volunteer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, to the full extent and under the circumstances permitted by law.

3. Indemnification under sections 1 and 2 shall or may (as the case may be) be provided hereunder, unless the conduct of the person to be indemnified is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

4. Notwithstanding anything set forth herein, no indemnity shall be paid by the Corporation in respect of remuneration paid to any person if it shall be determined by a final judgment or other final adjudication that such remuneration was in violation of law.

(B) Procedures for Indemnification

Any indemnification under section 1 of subparagraph (A) of this Article 9 (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification is not proper in the circumstances because the person to be indemnified has not satisfied the conditions set forth in such subparagraph (A). Any indemnification under section 2 of subparagraph (A) of this Article 9 (unless ordered by a court)

shall be made as authorized in a specified case upon a determination that indemnification is proper in the circumstances because the person to be indemnified has satisfied the conditions set forth in such subparagraph (A). Any such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

(C) Advance Payment of Expenses

1. With respect to any person entitled to be indemnified under section 1 of subparagraph (A) of this Article 9, expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person seeking such advance to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article 9.

2. With respect to any person who may be indemnified under section 2 of subparagraph (A) of this Article 9, expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors of the Corporation in a specific case upon receipt of an undertaking by or on behalf of the person seeking such indemnification to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article 9.

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(D) Extent of Rights Hereunder

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, By-Laws, or any agreement, vote of members or 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, Officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(E) Purchase of Insurance

The Board of Directors may authorize, to the extent permitted by the Missouri Nonprofit Corporation Act, as in effect and applicable from time to time, the purchase and maintenance of 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 or other enterprise against any liability asserted against him or her

and incurred by him or her in 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 the Missouri Nonprofit Corporation Act.

(F) Indemnification Agreements

With respect to any of the persons who shall or may be indemnified pursuant to subparagraph (A) of this Article 9, the Corporation may enter into written agreements providing for the mandatory indemnification of such persons in accordance with the provisions of this Article 9.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Incorporation to be executed in its name by its Secretary, this 6th day of February, 1996.

FOREST PARK FOREVER, INC.

By: _____
Henry S. Stolar, Secretary

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SECRETARY OF STATE