

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

OUR LITTLE HAVEN

a Missouri nonprofit public benefit corporation

These Amended and Restated Articles of Incorporation, which were duly adopted by the Board of Directors of Our Little Haven on _____, 2013, in accordance with the provisions of the Missouri Nonprofit Corporation Act, replace in their entirety the Articles of Incorporation of Our Little Haven that were originally filed with the Missouri Secretary of State on December 19, 1990.

ARTICLE I.

NAME OF CORPORATION

The name of the corporation (the “**Corporation**”) is Our Little Haven.

ARTICLE II.

PUBLIC BENEFIT CORPORATION

The Corporation is a public benefit corporation.

ARTICLE III.

REGISTERED AGENT

The address of its Registered Office in the State of Missouri is: 4316 Lindell, St. Louis, Missouri 63108, and the name of its Registered Agent at said address is: Michael Bahlinger.

ARTICLE IV.

INCORPORATORS

The names and addresses of the original Incorporators of the Corporation are as follows: Kathleen A. Hummel, 5740 Holley Hills Avenue, St. Louis, Missouri 63109; P. Scott Hummel, 5740 Holly Hills Avenue, St. Louis, Missouri 63109; and Paul G. Klug, 7733 Forsyth Boulevard, 4th Floor, Clayton, Missouri 63105.

ARTICLE V.

MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI.

PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. The Corporation’s purposes shall include, but not be limited to, the following:

- a. To operate and maintain programs specializing in early intervention health and welfare services for young children and their families; and
- b. To manage programs that use an early intervention modality in the provision of specialized services designed to treat the child and family.

To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

ARTICLE VII.

PROHIBITED TRANSACTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons within the meaning of Section 501(c)(3) of the Code, 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 Article VI 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, within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provisions of these Articles, 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(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII.

EXECUTIVE BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Executive Board of Directors. The qualification, terms, method of election and all other matters pertaining to the Executive Board of Directors or any committee thereof shall be set forth in the Corporation's Bylaws.

ARTICLE IX.

BOARD OF TRUSTEES

The Corporation may have a Board of Trustees that will serve as advisors to the Corporation and the Executive Board of Directors, providing guidance, advice and support to the Corporation and Executive Board and from whom the Executive Board may draw upon for expertise and support. The qualification, terms, method of election or appointment and all other matters pertaining to the Board of Trustees shall be set forth in the Corporation's Bylaws.

ARTICLE X.

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE XI.

DISSOLUTION

Upon the dissolution of the Corporation, the Executive Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE XII.

NO PERSONAL LIABILITY FOR CORPORATE DEBTS

The directors of the Corporation shall not be individually or personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE XIII.

INDEMNIFICATION

The Corporation shall indemnify and protect any director or officer of the Corporation, or any director or officer of the Corporation who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Missouri. The Corporation may indemnify and protect any employee of the Corporation up to the fullest extent permitted by Missouri law as determined by the Executive Board of Directors or a committee thereof.

The indemnification and other rights provided for by this Article shall not be deemed exclusive of any other rights to which a person may be entitled under any applicable law, the Bylaws of the Corporation, agreement, vote of disinterested trustees, or otherwise. The Executive Board of Directors shall have the authority to enter into agreements with the directors and officers of the Corporation and with persons serving, at the request of the Corporation, as directors, trustees, officers and agents of an affiliated corporation or other enterprise, on terms that the Executive Board of Directors deems advisable, which may provide greater indemnification rights than that generally provided by the Missouri Nonprofit Corporation Act; provided, however, that no such further indemnity shall indemnify any person from or on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

In affirmation of the facts stated above, these Amended and Restated Articles of Incorporation have been signed this _____ day of _____, 2013.

P. Scott Hummel, President