

**AMENDED AND RESTATED CHARTER
OF
AL KHAMSA, INCORPORATED**

The undersigned persons, being the Members of the Board of Directors of AL KHAMSA, INCORPORATED (the ACorporation@), a Tennessee nonprofit corporation organized under the Tennessee Nonprofit Corporation Act, Tennessee Code Section 48-51-101, et seq. (the AAct@), hereby adopt the following Amended and Restated Charter:

1. The Corporation is a not-for-profit public benefit corporation.

(a) The complete address of the Corporation's registered office in Tennessee is: 150 4th Avenue N, Suite 1820, Nashville (Davison County), Tennessee 37219-2408.

(b) The name of the registered agent, to be located at the address listed in 2(a), is: ELIZABETH RYDER SYKES.

3. The name and complete address of each incorporator is:

EDNA WEEKS
Rt 1 Box 96
Somerville (Fayette County), TN 38068

4. The complete address of the Corporation's principal office is: 1736 South Farmingdale Road, New Berlin (Sangamon County), Illinois 62670-6573.

5. This Corporation will exist perpetually unless dissolved in the manner prescribed by law.

6. (a) The Corporation is not for profit.

(b) The Corporation shall not have members.

(c) The Corporation shall be governed by a Board of Directors (the number of and qualifications of which and the elections process for such shall be as set forth in the Bylaws).

(d) The Corporation shall adopt Bylaws for managing and regulating the affairs of the Corporation; provided, however, such Bylaws shall not contain provisions that are inconsistent with the Act or this Amended and Restated Charter.

7. The Corporation shall have all general powers possessed by corporations organized under the Act, including all powers necessary or convenient to effect any or all of the corporate purposes determined by its Board of Directors.

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 or religious 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 provisions of any later federal tax laws) (herein collectively referred to as the "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, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

9. Said Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions in furtherance of such purposes or to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation is not organized for religious purposes.

More specifically, the purpose of the Corporation is to (i) educate the public about “Al Khamsa Arabian Horses” (as defined below) and “Arabian Horses of Interest to Al Khamsa” (as defined below) so that these horses may be available for future generations; (ii) exchange ideas and information about these horses in a friendly and helpful climate; (iii) investigate the history and character of these horses; and (iv) develop a context within the larger Arabian horse community in which these horses will prosper.

“Al Khamsa Arabian Horses” are those horses in North America that can reasonably be assumed to descend entirely from bedouin Arabian horses bred by horse-breeding bedouin tribes of the deserts of the Arabian peninsula without admixture from sources unacceptable to the Corporation.

“Arabian Horses of Interest to Al Khamsa” are those horses elsewhere in the world that can reasonably be assumed to descend entirely from bedouin Arabian horses bred by horse-breeding bedouin tribes of the deserts of the Arabian peninsula without admixture from sources unacceptable to the Corporation.

10. (a) 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 Paragraph 9 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 any candidate for public office. Notwithstanding any other provision of this Charter, 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(b) Notwithstanding any other provisions of this Charter, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

11. This Charter may be amended at any time or times in accordance with the terms set forth in the Corporation's Bylaws.

12. Whenever the Board of Directors is required or permitted to take any action by vote, such action may be taken without the meeting on written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon, and the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be as valid and effective as any resolution duly adopted at a regular or special meeting of the Directors.

13. (a) Pursuant to ' 4852102(b)(3) of the Act, as amended or modified from time to time, a member of the Board of Directors of the Corporation shall not be personally liable to the Corporation for monetary damages or breach of fiduciary duty as a Trustee; provided, that this provision shall not eliminate or limit the liability of a Trustee (i) for any breach of the Trustee's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for unlawful distributions pursuant to ' 48-58-304 of the Act.

(b) Pursuant to " 4858301 and 4858403 of the Act, no Trustee or Officer of the Corporation shall be liable for any action taken as a Trustee or an Officer or any failure to take any action, if he performed the duties of his office in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner he reasonably believes to be in the best interest of the Corporation, and in compliance with the standards of conduct set forth in " 4858301 and 4858403 of the Act, as amended or modified from time to time.

(c) To the fullest extent permitted by the provisions of ' 4858501, et seq., of the Act, as amended or modified from time to time, this Corporation shall indemnify an individual made a party to a proceeding because he is or was a Trustee against liability incurred in the proceeding if (a) he conducted himself in good faith and (b)

he reasonably believed: (i) in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests, and (ii) in all other cases, that his conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The termination of proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be determinative that the Trustee did not meet the standard of conduct previously set forth in this Paragraph. The Corporation will not indemnify a Trustee in connection with a proceeding by or in the right of the Corporation in which the Trustee was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. The Corporation shall pay for or reimburse the reasonable expenses, including reasonable attorneys' fees, incurred by a Trustee who is a party to a proceeding in advance of final disposition of the proceeding if (a) the Trustee furnishes the Corporation a written affirmation of his good-faith belief that he has met the standard of conduct previously set forth herein and in ' 4858502 of the Act, (b) the Trustee furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he is not entitled to indemnification, and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law of the State of Tennessee then in effect. The indemnification and advancement of expenses will be undertaken in accordance with ' 4858501, et seq., of the Act.

(d) To the fullest extent permitted by the provisions of ' 4858507 of the Act, as amended or modified from time to time, this Corporation shall indemnify and advance expenses to an Officer to the same extent as to a Trustee.

(e) Notwithstanding the above and since the Corporation is exempt from federal income taxation under ' 501(c)(3) of the Code, as amended, each Trustee of the Corporation in accordance with the intent of " 48-58-601 (b) and (c) of the Act, shall be immune from suit arising from the conduct of the affairs of the Corporation, provided that his conduct does not amount to willful, wanton, or gross negligence.

(f) Any repeal or modification of this Paragraph 13 by the Directors of the Corporation shall not adversely affect any right or protection of a Trustee or an Officer of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

14. All words used herein referring to the masculine, feminine, or the neuter shall include all genders, and all words used in the singular or the plural shall include the singular or the plural, unless the context therein specifically requires otherwise.

15. To the extent that the language of this Amended and Restated Charter and the Corporation's Bylaws conflict, the language in this Amended and Restated Charter shall govern any such conflict.

16. This Amended and Restated Charter shall be effective as of the date and time of filing with the Secretary of State.

17. This Amended and Restated Charter was duly adopted on the 7th day of September, 2018 by the Board of Directors of the Corporation without member approval, as such was not required.

18. This Amended and Restated Charter contains an amendment to the Charter requiring approval by a person other than the Board of Directors of the Corporation. The Charter requires the Written Third Person Approval of the Advisory Council (as defined in the Corporation's Bylaws), which approval was obtained.

This Amended and Restated Charter is executed and certified by the Members of the Board of Directors of the Corporation this the 8th day of September, 2018.

_____, Trustee

_____, Trustee