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0506498

Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

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Alison Lundergan Grimes
KY Secretary of State
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Alison Lundergan Grimes
Secretary of State
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Frankfort, KY 40602-0718
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<http://www.sos.ky.gov>

Statement of Change of
Registered Office, Registered
Agent, or Both

RAC

Pursuant to the provisions of KRS chapters 271B, 273, 275, or 362, the undersigned hereby applies to change the registered office, registered agent, or both on behalf of

CHURCHILL DOWNS INCORPORATED FOUNDATION

which is organized in the state of Kentucky, and for that purpose submits the following statements:

1. Name of current registered agent

REBECCA C. REED

2. Registered agent is hereby changed to:

Alan K. Tse

3. Address of current registered office

700 CENTRAL AVENUE
LOUISVILLE, KY 40208

4. Registered office is hereby changed to:

600 N. Hurstbourne Pkwy
Suite 400
LOUISVILLE, KY 40222

5. Signature of officer or chairman of the board

Rebecca Reed, Secretary
Signature and Title

Type or print name and title

6/11/2012 3:49 PM
Date

6. Consent of new agent

I consent to serve as the new registered agent on behalf of this corporation.

Alan K. Tse
Signature and Title

Type or print name and title