

# CORPORATE DOCUMENTS - THFGI

The Health Foundation of Greater Indianapolis, Inc  
& Indiana AIDS Fund, Inc.



State of Indiana  
Office of the Secretary of State

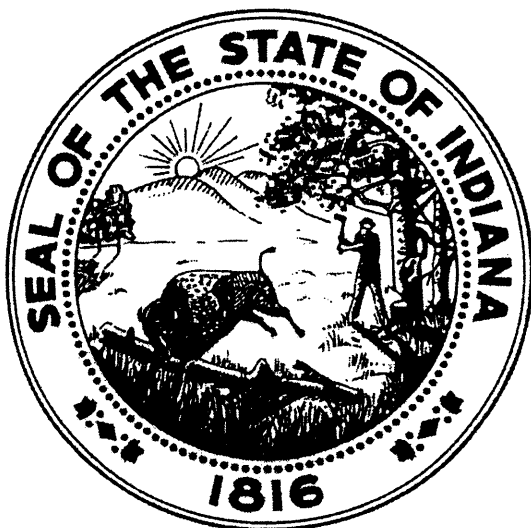
CERTIFICATE OF AMENDMENT

of

THE HEALTH FOUNDATION OF GREATER INDIANAPOLIS, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, February 18, 2003.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 18, 2003.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

APPROVED  
AND  
FILED

ARTICLES OF AMENDMENT OF THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE HEALTH FOUNDATION OF GREATER INDIANAPOLIS, INC.

INTEGRATED  
CORPORATIONS DIV.  
FEB 19 11 1:23

The undersigned officer of The Health Foundation of Greater Indianapolis, Inc. (the "Corporation"), existing pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), desiring to give notice of corporation action effectuating the amendment of the Corporation's Amended and Restated Articles of Incorporation as previously amended on April 21, 1993, certifies the following facts:

ARTICLE I  
AMENDMENT

SECTION 1. The date of the incorporation of the Corporation is: November 15, 1968.

SECTION 2. The name of the corporation following the amendment of the Amended and Restated Articles of Incorporation remains: **The Health Foundation of Greater Indianapolis, Inc.**

SECTION 3. The exact text of **Article VIII** of the Corporation's Amended and Restated Articles of Incorporation is amended to read as follows:

The corporation shall have no members. The affairs of the corporation shall be managed by the board of directors. The number of directors shall be at least five and no more than twenty-two. The exact number of directors and the directors' terms shall be as provided from time to time by or pursuant to the bylaws of the corporation.

ARTICLE II

MANNER OF ADOPTION AND VOTE

SECTION 1. Action by the Board of Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article VIII of the Amended and Restated Articles of Incorporation.

The resolution was duly adopted by sufficient vote of the Board of Directors during a meeting of the Board of Directors held on January 9, 2003 with eight (8) directors voting in favor of the amendment and no directors voting against the amendment, and with four (4) directors absent from the meeting. The Corporation has no members and therefore no member approval is required.

SECTION 2. Compliance with Legal Requirements. The manners of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify subject to the penalties of perjury that the facts contained herein are true this 9th day of January, 2003.

By: George E Ludwig  
George E. Ludwig, President

*This instrument prepared by Dwayne C. Isaacs, Attorney at Law, Bingham McHale LLP, 2700 Market Tower, 10 West Market Street, Indianapolis, Indiana 46204-2982; (317) 635-8900.*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE METROPOLITAN HEALTH COUNCIL  
OF INDIANAPOLIS, INC.**

(A Nonprofit Corporation)

Adopted September 17, 1992

I.

The name of the corporation is **"THE METROPOLITAN HEALTH COUNCIL OF INDIANAPOLIS, INC."**

II.

The corporation was organized pursuant to the provisions of the Indiana General Not-For-Profit Corporation Act (approved March 7, 1935). The corporation was subsequently reorganized under the terms of the Indiana Not-For-Profit Corporation Act of 1971, as amended. On the date of adoption of these Amended and Restated Articles of Incorporation, the corporation adopted a resolution electing to have the Indiana Nonprofit Corporation Act of 1991 apply to the corporation effective September 17, 1992, and the corporation thereafter shall exist pursuant to the terms of said Act.

III.

This corporation is a public benefit corporation. The corporation shall have perpetual duration.

IV.

The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, religious, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the "Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, religious, literary and educational purposes, to foster national or international amateur sports competition (within the limitations of sections 501(c)(3) and 501(j) of the Code), to prevent cruelty to children or animals, to conduct and sponsor

educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, religious, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of section 501(c)(3) of the Code. The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual and as payments and distributions in furtherance of the purposes set forth in this Article IV. It is intended that the corporation will qualify at all times as an organization exempt from Federal income tax under sections 501(a) and 501(c)(3) of the Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170, 642, 2055 and 2522 of the code; therefore, notwithstanding any other provision in these Articles, the corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the corporation is organized, and the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under sections 501(a) and 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under sections 170, 642, 2055 and 2522 of the Code. The corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, and the corporation shall not engage in any activities which would subject it to tax under section 4955 of the Code. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the corporation to tax under section 4911 of the Code. To the extent that section 4942 of the Code is applicable to the corporation, the directors shall cause the corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the corporation and the directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holdings which would subject the corporation to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and shall not make any taxable expenditures which would subject the corporation to tax under section 4945 of the Code.

V.

Unless otherwise provided in these Articles of Incorporation or in the bylaws of the corporation, the corporation shall have all of the powers conferred upon public benefit corporations under the Indiana Nonprofit Corporation Act of 1991, as amended, to be exercised solely in furtherance of the charitable purposes described in Article IV hereof. The corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the corporation.

VI.

In the event of the dissolution of the corporation, after payment of or provision for all liabilities of the corporation, all of the assets of the corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same or similar purposes for which the corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for charitable, scientific, religious, literary or educational purposes, which shall be selected by the Board of Directors of the corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of section 501(c)(3) of the Code and shall be described in section 170(c)(2) of the Code. In the event that for any reason upon the dissolution of the corporation the board of directors of the corporation shall fail to act in the manner herein provided within a reasonable time, all remaining assets of the corporation shall escheat to the State of Indiana.

VII.

The corporation shall have no capital stock and it shall pay no dividends.

VIII.

The corporation shall have no members. The affairs of the corporation shall be managed by the board of directors. The number of directors shall be at least five and no more than twenty-two. The exact number of directors shall be as provided from time to time by or pursuant to the bylaws of the corporation. The directors shall be designated in the Articles of Incorporation, and each director shall hold office until his

or her death, insanity or other incapacity to serve, resignation,  
or removal.

IX.

The names and addresses of the directors of the corporation  
designated below and holding office at the time of adoption of these  
Amended and Restated Articles of Incorporation are:

Beverly A. Baker  
3706 East 65th Street  
Indianapolis, IN 46220

Robert L. North  
North Mechanical Contracting  
6725 East 75th Street  
Indianapolis, IN 46250

Betty A. Conner  
2226 W. Morgan St.  
Indianapolis, IN 46221

G. Scott Olive, Jr.  
8468 Olde Mill Circle, E. Dr.  
Indianapolis, IN 46260

Thomas Feeney  
921 North Graham Ave.  
Indianapolis, IN 46219

Martin J. Radecki  
9029 Chestnut Court  
Indianapolis, IN 46260

Cynthia B. Holmes  
P.O. Box 291  
Indianapolis, IN 46206

Robert Robinson, M.D.  
35 Spring Drive  
Zionsville, IN 46077

Buford C. Holt  
724 Smith Valley Road  
Greenwood, IN 46142

Lawrence M. Ryan  
2616 Finley Avenue  
Indianapolis, IN 46203

Elmer Huse  
9062 S. West Street  
Knightstown, IN 46148

George E. Ludwig  
3306 Bay Road, S. Dr.  
Indianapolis, IN 46240

Terence P. Kahn  
3607 Dawnwood Drive  
Indianapolis, IN 46227

Reuben L. White  
5215 East 62nd Street  
Indianapolis, IN 46220

C. Phillip Love  
Love Heating & Air Conditioning, Inc.  
4115 East 10th Street  
Indianapolis, IN 46201

*adopted  
this way*



The address of the registered office of the corporation is: 342 Massachusetts Avenue, First Floor, Indianapolis Indiana, 46204, and the registered agent of the corporation at such address is Betty H. Wilson.

XI.

The name and address of the president of the corporation are:

Martin J. Radecki  
The Health Foundation  
342 Massachusetts Avenue  
Indianapolis, IN 46204

The name and address of the secretary of the corporation are:

Beverly A. Baker  
The Health Foundation  
342 Massachusetts Avenue  
Indianapolis, IN 46204

XII.

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Act or any other pertinent enactment of the General Assembly of the State of Indiana, and all rights and powers conferred hereby on directors and officers of the Corporation are subject to such reserved right. In the event that no provisions concerning amendment are established by law, the board of directors may alter, amend or repeal any provisions contained in these Articles of Incorporation.

XIII.

The board of directors is hereby authorized, in the event of any ambiguity or conflict of interpretations with respect to these Articles of Incorporation, to settle such ambiguity or conflict by a vote of a majority of the board of directors present in person at any annual, regular or special meeting of the board.



# RESTATMENT OF ARTICLES OF INCORPORATION

State Form 42162 (R/3-88)

Provided by Evan Bayh, Secretary of State of Indiana

Present Original and One Copy. Use 8 1/2" x 11" paper for inserts.

FILED FEE: \$30.00

Indiana Code 29-1-88.7

Secretary of State  
State House  
Corporations Division  
Room 165  
Indianapolis, IN 46204  
(317)232-6578

## RESTATMENT OF ARTICLES OF INCORPORATION OF

Metropolitan Health Council of Indianapolis, Inc.

(Name of Corporation)

The above corporation (hereinafter referred to as the "Corporation") existing pursuant to the Indiana Nonprofit Corporation Act of 1991, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation, sets forth the following:

### ARTICLE I - RESTATMENT

SECTION I: The date of incorporation of the Corporation:

November 15, 1968

SECTION II: The name of the Corporation following this restatement:

Metropolitan Health Council of Indianapolis, Inc.

SECTION III: The exact text of the Restatement Articles of Incorporation is attached as "Exhibit A".

### ARTICLE II - MANNER OF ADOPTION AND VOTE (Strike Inapplicable section)

SECTION I: ~~The restatement does not require an amendment requiring shareholder approval and the vote is set forth below:~~

SECTION II: ~~The restatement contains an amendment requiring shareholder approval and the vote is set forth below:~~

VOTE OF ~~SHAREHOLDERS~~ MEMBERS DIRECTORS

The designation (i.e. common, preferred and any classification where different classes of stock exists), number of outstanding shares, number of votes entitled to vote separately on the amendment and the number of votes of each voting group represented at the meeting is set forth as follows:

DESIGNATION OF EACH VOTING GROUP (only 1 class of <del>members</del> <u>Directors</u> )	TOTAL	A	B	C
NUMBER OF <del>OUTSTANDING SHARES</del> MEMBERS <u>DIRECTORS</u>	16			
NUMBER OF VOTES ENTITLED TO BE CAST	16			
NUMBER OF VOTES REPRESENTED AT THE MEETING	13			
<del>MEMBERS</del> <u>MEMBERS DIRECTORS</u> VOTED IN FAVOR	13			
<del>MEMBERS</del> <u>MEMBERS DIRECTORS</u> VOTED AGAINST	0			

In witness Whereof, the undersigned being the Executive Director

(Title)

of said Corporation executes this Restatement of Articles of Incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true, this 23rd day of September, 1992.

Signature Betty H. Wilson

Printed Name  
Betty H. Wilson

FILED

19-6811-237 P/F-5  
6

~~Supra~~ ~~Articles of Amendment~~  
SECRETARY OF STATE ~~THE~~ ARTICLES OF INCORPORATION

OF  
THE METROPOLITAN HEALTH COUNCIL OF INDIANAPOLIS, INC. COVER

I. Prior to this amendment to the articles of incorporation, the name of the corporation is "The Metropolitan Health Council of Indianapolis, Inc." The date of incorporation of the corporation is November 15, 1968. The corporation exists pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

II. The amendment adopted is to amend Article I of the corporation's articles of incorporation to change the name of the corporation to "The Health Foundation of Greater Indianapolis, Inc.," so that, as amended, said Article I shall read as follows:

"I.

The name of the corporation is The Health Foundation of Greater Indianapolis, Inc."

APR 21 1993

III. The date of the adoption of the amendment was March 18, 1993,

IV. The amendment was adopted by the board of directors, with fourteen directors voting in favor of the amendment, no directors voting against the amendment, and two directors absent from the meeting. The corporation has no members.

DULY EXECUTED and delivered, under seal, by the undersigned on April 21, 1993.

THE METROPOLITAN HEALTH-COUNCIL OF INDIANAPOLIS, INC.

BY: Lawrence M. Ryan  
Lawrence M. Ryan  
President

**CODE FOR BY-LAWS  
OF  
THE HEALTH FOUNDATION  
OF GREATER INDIANAPOLIS, INC**

As amended through October 8, 1998  
As amended through January 9, 2003  
As amended through November 9, 2006  
As amended through January 13, 2011  
As amended through January 14, 2013  
As amended through November 15, 2017

**CODE FOR BY-LAWS  
OF  
THE HEALTH FOUNDATION OF GREATER INDIANAPOLIS, INC.**

ARTICLE I

Organization and Operation

- 1.1 The name of this Corporation shall be "The Health Foundation of Greater Indianapolis, Inc."
- 1.2 The Corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, religious, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the "Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, religious, literary and education purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501(j) of the Code), to prevent cruelty to children, to prevent cruelty to animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, religious, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing that are consistent with the provisions of Section 501(c)(3) of the Code. The primary focus of the Corporation is to increase and enhance the physical, emotional, and social health of citizens in the State of Indiana.
- 1.3 The Corporation is organized and is to operate as a nonprofit corporation, and it is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170, 642, 2055 and 2522 of the Code.
- 1.4 The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. The Corporation may also have offices and places of business at such other places within or without the City of Indianapolis, Indiana, as the Board of Directors may from time to time determine.

- I.5 The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses and telephone numbers of the Board of Directors.
- I.6 The fiscal year of the Corporation shall be from January 1 through December 31.
- I.7 These by-laws (and any amendments hereto) shall become effective on and after the date they are adopted (or amended) by the Board of Directors.

## ARTICLE II

### Directors

- 2.1 General. The Corporation shall be governed by a Board of Directors.
- 2.2 Terms. The terms of a Director shall be three (3) years to begin and end at the annual meeting. Directors shall be limited to serving no more than two (2) consecutive three (3) year terms. A partial year shall not count as part of a three (3) year term.
- 2.3 Exception to Term Limit. If an officer of the board has been elected to serve a second consecutive year in office pursuant to Article IX and fulfillment of the second consecutive year in office would otherwise be limited by the terms of this Article 2.2, the director will be permitted to serve one (1) additional year as a director in order to fulfill his or her duties as an elected officer.
- 2.4 Removal. At any regular or special meeting of the Board of Directors, called for such a purpose, any Director may be removed for cause by a vote of the Directors. Any such vote shall require the approval of two-thirds of the Directors.
- 2.5 Vacancies. The Board of Directors shall consist of not more than twenty-one Directors but not fewer than five Directors. A Search Committee, as and when appointed by the Board Chair pursuant to section 7.3, shall make recommendations to fill vacancies of the Board of Directors. Vacancies in the Board of Directors arising by virtue of the expiration of a term, or otherwise, shall be filled by a majority vote of the Directors at the time serving as members of the Board of Directors.

## ARTICLE III

### Meetings

- 3.1 Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose for which the meeting is called, shall be communicated to each Director at such contact information as appears on the records of the Corporation at least 10 days before the date of the meeting. Such notice will include a meeting agenda. Notice of any such meeting may be waived in writing by any Director, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the time and place thereof. Attendance at any meeting in person shall constitute a waiver of notice of such meeting.
- 3.2 Regular Meeting. The Board of Directors shall meet as often as necessary to carry on the business of the Corporation.
- 3.3 Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held in January. Board members will be informed of any change to this date at least 60 days in advance of the meeting. The Annual Meeting shall include the incumbent Chairperson's report and the election of Officers.
- 3.4 Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or by six Directors.
- 3.5 Place of Meeting. All meetings of Directors of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices or waivers of notice thereof.
- 3.6 Addresses of Directors. The address of any Director shall be that address on the records of the Corporation.
- 3.7 Voting at Meetings. There shall be no right to vote by proxy.
- 3.8 Quorum. At any meeting of the Board of Directors a majority shall constitute a quorum.

## ARTICLE IV

### Officers

- 4.1 Board Chair. The Board Chair shall perform all duties incident to the office of Chairperson of the Board, and any other duties as described in the governance policies of the board. The Board Chair shall appoint the Members of each standing Board Committee and shall serve as an Ex Officio Member of each standing Board Committee. The Board Chair shall appoint all other Board Committees.
- 4.2 Vice Chair. The Vice Chair shall perform the duties of the Board Chair in the absence of the Board Chair, and any other duties described in the governance policies of the board.
- 4.3 Secretary. The Secretary shall ensure the keeping of true and complete records of the board proceedings, and shall attend to all legal documents, and any other duties described in the governance policies of the board.
- 4.4 Treasurer. The Treasurer shall be responsible for monitoring the investment program, the accounting system, and the financial status of the foundation. The Treasurer shall chair the Finance Committee, and shall be responsible for any other duties as described in the governance policies.
- 4.5 Executive Committee. The Executive Committee shall be composed of the elected officers, the immediate past board chair (if existing), and the Chair of any standing committee, and shall conduct that business of the Corporation that cannot be delayed until the next meeting of the Board of Directors. Any actions of the Executive Committee shall be submitted for approval at the next meeting of the Board of Directors. The Board Chair shall chair the Executive Committee.
- 4.6 Vacancies. The Vice Chair shall fulfill an unexpired term of office of the Board Chair in the event of a vacancy of that office. The Board Chair shall appoint a Director to fulfill an unexpired term of any other office.



## ARTICLE V

### Personnel

- 5.1 Chief Executive Officer. The CEO shall be responsible to the Board for the day-to-day operation of the Foundation and for the implementation of Board policy as described in the governance policies of the Board. The CEO shall be called the President. Any change in the responsibilities of the CEO or the individual fulfilling this position will be by action of the Board.
- 5.2 Staff. The staff operations of the Foundation shall be the responsibility of the CEO. Additional staff positions may be engaged only upon approval of the Board.

## ARTICLE VI

### Finance

- 6.1 Budget. The Board shall adopt an annual budget prior to the start of the fiscal year.
- 6.2 CEO Compensation. The Board shall establish the compensation of the CEO.
- 6.3 Staff Compensation. The CEO shall make salary and benefit recommendations during the budget process.

## ARTICLE VII

### Board Committees

- 7.1 Finance Committee. The Finance Committee shall assist and oversee the utilization of corporate funds. It shall review budgets and investment policies established by the Board. This Committee will work with stock brokers, banks, and other sources to determine those investments that will meet the criteria of Internal Revenue Code concerning investments by charitable organizations. The Treasurer of the Corporation shall be chairperson of the Finance Committee

- 7.2 Other Board Committees - The Board Chair shall appoint all other Board Committees.

## ARTICLE VIII

### Staff Committees

- 8.1 The Chief Executive Officer shall appoint the members of each Staff Committee and shall serve as the Chairperson of such committees.
- 8.2 Staff Committees will be established by the CEO and will review all grant requests, evaluate previous grant awards, and make recommendations to the Board, all in accordance with Board policy.
- 8.3 Ad hoc Staff Committees will be established as necessary by the CEO.

## ARTICLE IX

### Election of Officers

- 9.1 Eligibility. All board Directors are eligible for nomination
- 9.2 Nominations. Nominations for office may be made by any reasonable communication method, or made from the floor at the regularly scheduled Board meeting in the month prior to the annual meeting.
- 9.3 Voting. Elections shall be conducted at the beginning of the Annual Meeting.
- 9.4 Terms. The term of office shall be one (1) year. An officer may serve no more than two (2) elected terms in succession in that office. All offices shall be elected in the same year.

## ARTICLE X

### Rules of Order

- 10.1 All meetings of the Board of Directors or any committee shall be governed by the rules contained in the then current edition of Roberts Rules of Order, Revised, insofar as those rules are not inconsistent with the laws of Indiana, Articles of Incorporation, and this Code of By-Laws, or any special rules of order adopted by the Board of Directors or the given committee.

## ARTICLE XI

### Indemnifications & Insurance

#### 11.1 Standard of care – Liability.

- a. A director shall, based on facts then known to the director, discharge duties as a director, including the director's duties as a member of the committee, as follows:
  - 1. In good faith
  - 2. With the care an ordinarily prudent person in a like position would exercise under similar circumstances
  - 3. In a manner the director reasonably believes to be in the best interests of the corporation.
  
- b. In discharging the director's duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one (1) of the following:
  - 1. An officer or employee of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.
  - 2. Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence.

#### 11.2 Definitions.

- a. "Director" means an individual who is or was a director of the Corporation or any subsidiary of the Corporation, or an individual who, while a director of the corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
  
- b. "Expenses" include counsel fees.

- c. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), and/or reasonable expenses incurred with respect to a proceeding.
- d. "Official Capacity" means:
  - 1. when used with respect to a director, the office of director in the Corporation or its subsidiaries, as the case may be, and
  - 2. when used with respect to an individual other than a director, as contemplated in Section 11.8 herein, the office in the Corporation or its subsidiaries, as the case may be, held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.

"Official Capacity" does not include service for any other foreign or domestic corporation, except the Corporation's subsidiaries, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

- e. "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- e. Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

- 11.3 Optional Indemnification. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:
- a. The individual's conduct was in good faith; and
  - b. The individual reasonably believed:
    - 1. In the case of conduct in the individual's official capacity with the Corporation or its subsidiaries, as the case may be, that the individual's conduct was in its best interests; and
    - 2. in all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation, as the case may be: and
  - c. In the case of any criminal proceeding, the individual either:
    - 1. had reasonable cause to believe the individual's conduct was lawful, or
    - 2. had no reasonable cause to believe that individual's conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b) (2).

The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in this section.

- 11.4 Mandatory Indemnification. The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because the Director is or was a Director of the Corporation or of a subsidiary of the Corporation against reasonable expenses incurred by the Director in connection with the proceeding.
- 11.5 Expense Reimbursement. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding if:
- a. The Director furnishes the Corporation a written affirmation of the Director's good faith belief that the Director has met the standard of conduct described in Section 11.1;
  - b. The Director furnishes the Corporation a written undertaking, executed personally or on the Director's behalf, to repay the advance it is ultimately determined that the Director did not meet the standard of conduct; and
  - c. A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

The undertaking required by subsection (b) of this Section must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

Determinations and authorizations of payments under this section shall be made in the manner specified in Section 11.7 herein.

- 11.6 Court Ordered Indemnification. A Director of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent

jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification if it determines:

- a. The Director is entitled to mandatory indemnification under Section 11.4 herein, in which case the court shall also order the Corporation to pay the Director's reasonable expenses incurred to obtain court-ordered indemnification; or
- b. The Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the Director met the standard of conduct set forth in Section 11.3 herein.

11.7 Procedure. The Corporation may not indemnify a Director under Section 11.3 herein unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because the Director has met the standard of conduct set forth in Section 11.1 herein.

The Determination shall be made by any one (1) of the following procedures:

- a. By the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding.
- b. If a quorum cannot be obtained under subdivision (a), by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of (2) or more Directors not at the time parties to the proceeding.
- c. By special legal counsel:
  1. selected by the Board of Directors or its committee in the manner prescribed in subdivision (a) or (b); or
  2. if a quorum of the Board of Directors cannot be obtained under subdivision (a) and a committee cannot be designated under subdivision (b), selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).
- d. By the members, but memberships voted under the control of Directors who are at the time parties to the proceeding may not be voted on the determination.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination

that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (3) to select counsel.

- 11.8 Miscellaneous Indemnification Provisions. An officer of the Corporation or of a subsidiary of the Corporation, whether or not a Director, is entitled to mandatory indemnification under Section 11.4 herein and is entitled to apply for court-ordered indemnification under Section 11.6 herein, in each case to the same extent as a Director.

The Corporation may also indemnify and advance expenses to an officer, employee, or agent, whether or not a Director to the extent, consistent with public policy that may be provided by these Articles of Incorporation, the By-Laws, general or specific action of the Board of Directors, or by contract.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Corporation, or of a subsidiary of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee, or agent, whether or not the corporation would have power to indemnify the individual against the same liability under Sections 11.3 or 11.4 herein; provided, however, that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty hereunder to indemnify any such person to the extent such liabilities are covered by insurance.

The rights of indemnification provided hereunder shall continue to exist as to a person who has ceased to be a Director, officer, or employee or agent of the Corporation, or of any of its subsidiaries, and shall inure to the benefit of the heirs, executors and administrators of any such person. The indemnification provided by this Article herein shall be applicable to all proceedings made or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

This Article does not limit the Corporation's power to pay reimbursable expenses incurred by a Director, officer, employee or agent in connection with the person's appearance as a witness in a proceeding

at a time when the person has not been made a named defendant or respondent to the proceeding.

The indemnification provisions herein are intended to encompass the provisions of Sections 23-17-16-1 through 23-17-16-15 of the Act, as from time to time amended, as modified by these Articles of Incorporation as permitted by Section 23-17-16-15 of the Act, as from time to time amended.

## ARTICLE XII

### Seal

- 12.1 The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation following the word "Seal" enclosed in parentheses or scroll, shall be deemed the seals of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or her on such papers as may be directed by law, by these by-laws, or by the Board of Directors.

## ARTICLE XIII

### Amendments

- 13.1 The power to make, alter, amend or repeal this Code of By-Laws is vested in the Board of Directors, and the affirmative vote of a majority of the actual number of Directors shall be necessary to effect any alteration. Any alteration or amendment shall be presented in writing at one meeting and voted on at the next following meeting of the Board.