

Where Local Good Grows 
**Hendricks County
Community Foundation**

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

HENDRICKS COUNTY COMMUNITY FOUNDATION, INC.

The undersigned officer of Hendricks County Community Foundation, Inc. (the “Corporation”), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby executes the following Amended and Restated Articles of Incorporation (the “Articles”), which supersede and take the place of the previously existing articles of the Corporation and all previous amendments thereto.

ARTICLE I

Name

The name of the Corporation is Hendricks Community Foundation, Inc.

ARTICLE II

Purposes

This Corporation is a public benefit corporation that shall be organized and operated exclusively to conduct, support, encourage, and assist such charitable, religious, educational, scientific, and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the “Code”). In furtherance of and subject to these purposes, the Corporation shall engage in programs and activities primarily benefitting the residents of the State of Indiana, with particular emphasis on programs and activities benefitting the residents of Hendricks County, Indiana.

ARTICLE III

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess, in addition to the general rights, privileges, and powers conferred by the Act or by other law, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Registered Agent and Registered Office

Section 1. The name and address of the registered agent in charge of the Corporation's registered office at the time of adoption of these Articles are William A. Rhodehamel, 6319 East U.S. Highway 36, Suite 211, Avon, Indiana 46123.

Section 2. The street address of the registered office of the Corporation at the time of adoption of these Articles is 6319 East U.S. Highway 36, Suite 211, Avon, Indiana 46123.

Section 3. The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of registered agent.

ARTICLE VI

Members

The Corporation shall not have members as that term is defined in the Act. The Corporation may, however, designate as “members” individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designation shall carry no legal significance under the Act and shall not entitle such “members” to any vote on Corporation matters or to attendance at Corporation meetings.

ARTICLE VII

Board of Directors

Section 1. The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Amended and Restated Bylaws of the Corporation (the “Bylaws”) at a number no smaller than three (3).

Section 2. At the time of the filing of these Articles, the names of the members of the Board of Directors, each of whom shall have the address of 6319 East U.S. Highway 36, Suite 211, Avon, Indiana 46123, and the dates on which their terms end, are as follows:

<u>Name</u>	<u>Year term ends</u>
Carrie Hanni	2017
Max Hank	2017
Melaney Sargent	2017
Terri McCoy	2017
Teresa Ray	2017
Marland Villanueva	2017
Jerry Orem	2018
Gary Pohl	2018
Ryan Tanselle	2018
Judy Wyeth	2018
Steve Eichenberger	2016
Jim Hall	2016
Matt Howrey	2016
David Durrell	2016

ARTICLE VIII

Election and Designation of Directors

The directors of the Corporation shall be elected or designated in the manner and for terms as specified in or fixed in accordance with the Bylaws.

ARTICLE IX

No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

ARTICLE X

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles, if for any taxable year the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.

Section 2. Notwithstanding any other provision of these Articles, at any time the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- (d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code section 501(c)(3).

Section 4. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 5. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 7. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 8. No director of the Corporation shall be liable for any of the Corporation's obligations.

Section 9. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 10. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, and applicable law.

Section 11. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

ARTICLE XI

Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned officer of the Corporation hereby presents these Amended and Restated Articles of Incorporation to the Secretary of the State of the State of Indiana for filing, representing beforehand to the Secretary of State and all persons whom it may concern that the manner of their adoption and the vote by which they were adopted constitute full compliance with the provisions of applicable law, the previously existing articles of the Corporation, and the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this _____ day of _____, 2016.

Rhonda Wiles, Board Chair

This instrument was prepared by Joshua W. Abel, Attorney at Law, Faegre Baker Daniels LLP, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.