

**AMENDMENT OF THE
COMPLETE RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
COMMUNITY FOUNDATION OF
CRAWFORD COUNTY, INC.**

(3-1-04)

The undersigned officers of the Board of Directors, desiring to amend the charter documents for The Community Foundation of Crawford County, Inc. (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1 et seq.), as amended (the "Act"), hereby execute the following Amendment of the Complete Restatement of the Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation is Community Foundation of Crawford County, Inc. The address of the principal office of the Corporation is 9430 East State Road 64, P. O. Box 205, Milltown, IN 47145.

**ARTICLE II
TYPE OF CORPORATION AND PURPOSES**

This Corporation shall be organized as a public benefit corporation and operated at all times exclusively for religious, charitable, scientific, literary, educational and other public purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provisions of any subsequent federal tax laws.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the Corporation's registered agent is Bonita Embry Coots, and the registered office for service of process is 9430 East State Road 64, P. O. Box 205, Milltown, IN 47145.

**ARTICLE IV
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE V
POWERS**

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 law, the following rights, privileges, and powers:

Section 1. To continue as a corporation under its corporate name perpetually.

Section 2. To sue and be sued in its corporate name.

Section 3. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible.

Section 4. To borrow money and to issue, sell, or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof.

Section 5. To carry out its purposes in this state and elsewhere; to have one or more offices inside or outside of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible, inside or outside of this state.

Section 6. To acquire, hold, own, and vote and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the Corporation.

Section 7. To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation.

Section 8. To indemnify any trustee, director, advisor, or officer or former trustee, director, advisor, or officer of the Corporation, or any person who may have served at its request as a trustee, director, advisor, or officer of another corporation, against expenses actually and reasonably incurred by him or her in connection with the defense of any civil action, suit, or proceeding in which he or she is made or threatened to be made a party by reason of being or having been a trustee, director, advisor, or officer, except in relation to matters as to which he or she is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. However, this indemnification is not exclusive and does not limit the power of the Corporation or impair any other rights those indemnified may have under any provision of these Articles of Incorporation, the By-Laws of the Corporation, or any resolution or other authorization adopted, after notice, by a majority of the members voting at an annual meeting.

Section 9. To purchase and maintain insurance on behalf of any person who is or was a trustee, director, advisor, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, advisor, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability under the provisions of these Articles of Incorporation.

Section 10. To make By-Laws for the government and regulation of its affairs.

Section 11. To cease its activities and to dissolve and surrender its corporate franchise.

Section 12. To do all acts and things necessary, convenient, or expedient to carry out the purposes for which it is formed, including, without limitation, the making of gifts, donations, contributions, loans, and grants by the Corporation of all or any part of its income, assets, and property.

Section 13. None of the Corporation's net earnings shall inure to the benefit of any member or individual, and no member or individual may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered and such payments and reimbursements as are in furtherance of the exempt purposes of the Corporation.

Section 14. Except during such periods in which an election by this Corporation under Section 501(h) of the Code is in effect, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 15. 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.

ARTICLE VI **PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

ARTICLE VII **NUMBER OF DIRECTORS**

The exact number of directors of the Corporation shall be prescribed from time to time by the By-Laws of the Corporation at a number no greater than fifteen (15) and no smaller than five (5). Whenever the By-Laws do not prescribe the exact number of directors, the number shall be five (5). However, representatives from any affiliated organizations shall serve as additional voting members of the Board of Directors. The Executive Director shall serve as an ex officio member of the Board of Directors with voice but no vote.

ARTICLE VIII **SERVICE OF DIRECTORS**

The rules determining the length of service for a member of the Board of Directors shall be provided in the Corporation's By-Laws.

ARTICLE IX **REGULATION OF CORPORATE AFFAIRS**

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

Section 1. The Board of Directors shall not have the power or authority to do any act that will prevent the Corporation from being an organization described in Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 2. No director of the Corporation may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered.

Section 3. Subject to the provisions of these Articles of Incorporation 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 4. The Board of Directors is committed to exercise in the best interests of this Corporation the powers described in United States Treasury Regulations Section 1.170A-9(e)(11)(v)(B), (C) and (D) which by this reference are incorporated into and made a part of these Articles of Incorporation.

Section 5. The Board of Directors is committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian or agent of a trust or fund in respect of this Corporation administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of this Corporation in accordance with the provisions of United States Treasury Regulations Section 1.170A-9(e)(11)(v)(F) which by this reference is incorporated into and made a part of these Articles of Incorporation.

Section 6. The Board of Directors shall have the power:

(a) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the Board's sole judgment (without the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community and area served by this Corporation;

(b) To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Indiana; and

(c) To replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).

Section 7. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in paragraph (c) of the preceding Section 6:

(a) There shall be excluded from such determination such assets as are held for the active conduct of this Corporation's exempt activities; and

(b) Such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Corporation.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit

of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five (5) in number.

Section 8. If it appears that there may be grounds for exercising the power described in paragraphs (b) or (c) of Section 6 of this Article with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Directors under paragraphs (b) or (c) of Section 6 of this Article, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Indiana. The Board of Directors shall exercise such a power only upon the vote of a simple majority of the members of the Board of Directors.

Section 9. Upon the exercise of the power under paragraphs (b) or (c) of Section 6 of this Article to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

Section 10. The power to make, alter, amend, and repeal the Corporation's By-Laws shall be vested in the Board of Directors of the Corporation.

Section 11. The Board of Directors may, by resolution adopted by a majority vote thereof pursuant to a provision of the By-Laws, designate two (2) or more voting members of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution or in the By-Laws, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation.

Section 12. No director of the Corporation shall be liable for any of its obligations.

Section 13. Meetings of the Board of Directors shall be held at any location, either inside or outside the State of Indiana, as specified in respective meeting notices.

Section 14. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent to such action is signed by all directors, or all committee members, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee.

Section 15.

(a) To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a trustee, director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding:

(1) If such trustee, director, officer or employee is wholly successful with respect thereof; or

(2) If not wholly successful, then if such trustee, director, officer or employee is determined, as provided in paragraph (e) of this Section 15, to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that his or her conduct was unlawful.

The termination of any claim, action, suit or proceeding by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that a trustee, director, officer or employee did not meet the standards of conduct set forth in this Section 15.

(b) As used in this Section 15, the terms “claim, action, suit or proceeding” shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a trustee, director, officer or employee of the Corporation (or his or her heirs and personal representatives) may become involved, as a party or otherwise:

(1) By reason of his or her being or having been a trustee, director, officer or employee of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(2) By reason of his or her acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or

(3) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(c) As used in this Section 15, the terms “liability” and “expense” shall include, but shall not be limited to, attorney’s fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a trustee, director, officer or employee.

(d) As used in this Section 15, the term “wholly successful” shall mean:

(1) Termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him or her,

(2) Approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or

(3) The expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

(e) Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification:

(1) If special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "Referee"), shall deliver to the Corporation a written finding that such trustee, director, officer or employee has met the standards of conduct set forth in the preceding paragraph (a) and

(2) If the Board of Directors, acting upon such written finding, so determines.

The person claiming indemnification shall, if requested, appear before the Referee and answer questions which the Referee deems relevant and shall be given ample opportunity to present to the Referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the Referee, make available facts, opinions or other evidence in any way relevant to the Referee's findings which are within the possession or control of the Corporation.

(f) The rights of indemnification provided in this Section 15 shall be in addition to any rights to which any trustee, director, officer or employee may otherwise be entitled. Irrespective of the provisions of this Section 15, the Board of Directors may, at any time and from time to time, approve indemnification of trustees, directors, officers, employees or other persons to the full extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

(g) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

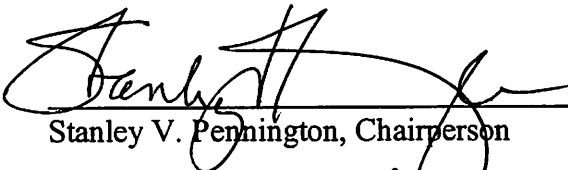
ARTICLE X DISSOLUTION OF CORPORATION

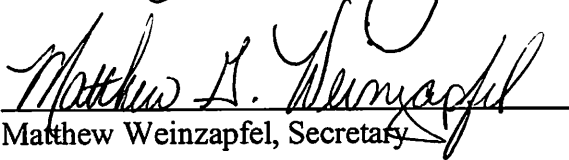
If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed to one or more other organizations that are organized and operated exclusively for religious, charitable, scientific, literary and educational purposes and that are described in Section 501(c)(3) of the Code and have been selected by the Board of Directors.

The undersigned officers, on behalf of the Board of Directors, hereby adopt these Amendments to the Restated Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that the Amendments to the

Restated Articles of Incorporation have been adopted by the Board of Directors through a majority vote on the 19th day of March, 2004, and are intended to supercede the original Articles of Incorporation and all prior and Restatements Amendments thereto, on file in the office of the Indiana Secretary of State.

The undersigned Chairperson and Secretary to the Board of Directors of the Corporation, this 19th day of March, 2004, hereby verify, subject to penalties of perjury, that the facts contained herein are true and that the Amendments to the Restated Articles of Incorporation are effective as of March 1, 2004.


Stanley V. Pennington, Chairperson


Matthew Weinzapfel, Secretary

This Instrument Was Prepared By:
Leslie E. Vidra
Stites & Harbison
323 East Court Avenue
P. O. Box 946
Jeffersonville, Indiana 47131
(812) 282-7566

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