

ARTICLES OF INCORPORATION

OF

NORTHEAST INDIANA FOUNDATION, INC.

APPROVED
AND
FILED

Paul Roberts
IND. SECRETARY OF STATE

INDIANA SECRETARY
OF STATE
2015 JUL 13 21 3:39

The undersigned Incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Northeast Indiana Foundation, Inc.

ARTICLE II

Purposes

Section 1. This Corporation is a public benefit corporation that shall be organized and operated exclusively to benefit, perform, and carry out the exclusively charitable, scientific, educational, and other exempt purposes of Indiana Northeast Development, Inc. (the "Supported Organization"), to the extent that such purposes 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").

Section 2. In carrying out such charitable, scientific, educational, and other exempt purposes, and subject thereto, the Corporation may engage in the following activities:

(a) Provide relief to the poor, distressed, and underprivileged by offering or supporting work force training, literacy programs, and educational programs designed to improve job skills among the unemployed, underemployed, and economically underprivileged throughout Northeast Indiana;

(b) Research, prepare, and issue public reports regarding the economic vitality and growth of the Northeast Indiana region, and prepare databases of such information;

(c) Promote social welfare, lessen neighborhood tensions, eliminate racial prejudice and discrimination, lessen the burdens of government, and combat community deterioration and juvenile delinquency by supporting community development in Northeast Indiana in the areas of social and health issues, race relations, and neighborhood improvement; and

(d) Engage in such other charitable, scientific, educational, and other exempt activities as are consistent with the purposes of the preceding Section.

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 Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code. Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the general rights, privileges, and powers conferred by the Act or by other law and, in addition, 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 initial registered agent in charge of the Corporation's initial registered office are Maclyn T. Parker, 111 East Wayne Street, Suite 800, Fort Wayne, Indiana 46802.

Section 2. The street address of the initial registered office of the Corporation is 111 East Wayne Street, Suite 800, Fort Wayne, Indiana 46802.

ARTICLE VI

Incorporators

The names and addresses of the Incorporators of the Corporation are Timothy Haffner, 111 East Wayne Street, Suite 800, Fort Wayne, Indiana, 46802, and Gene Donaghy, 1353 S. Governors Drive, Columbia City, Indiana, 46725.

ARTICLE VII

Members

The Corporation shall have no members. The Corporation may, however, identify as "members" those 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 "members" shall not be considered members of the Corporation for purposes of the Act and shall not be entitled to any vote on Corporation matters or to notice of, or attendance at, Corporation meetings.

ARTICLE VIII

Directors

The exact number of directors of the Corporation shall be specified or fixed in accordance with the Bylaws of the Corporation at a number no smaller than three (3).

ARTICLE IX

Election, Designation, or Appointment of Directors

The directors of the Corporation shall be elected, designated, or appointed in the manner and for terms as specified or fixed in accordance with the Bylaws of the Corporation, provided that at all times a majority of the Corporation's directors shall be persons appointed by the Supported Organization or designated by their office or position with the Supported Organization.

ARTICLE X

No Private Inurement

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 the purpose clause hereof.

ARTICLE XI

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

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

- 2.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;

- 2.2. Retain any excess business holdings as defined in Section 4943(c) of the Code;
- 2.3. Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- 2.4. Make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. 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.

Section 5. 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 6. The power to make, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors.

Section 7. No director of the Corporation shall be liable for any of its obligations.

Section 8. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 9. 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 of Incorporation, Bylaws, and applicable law.

Section 10. The Board of Directors may from time to time, in the Bylaws or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

ARTICLE XII

Dissolution of Corporation

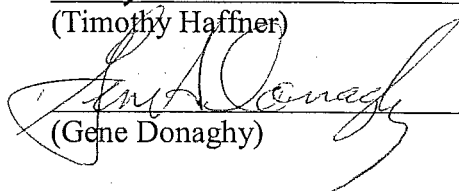
If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed as determined by the Board of Directors, subject to any contractual or legal requirement, for one or more exempt purposes within the meaning of Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The undersigned Incorporators hereby adopt these Articles of Incorporation and present them to the Secretary of State of Indiana for filing.

IN WITNESS WHEREOF, the undersigned Incorporators hereby verify and affirm, subject to penalties of perjury, that the representations contained herein are true, this 8th day of JUNE, 2005.



(Timothy Haffner)



(Gene Donaghy)

This instrument was prepared by Maclyn T. Parker, Attorney at Law, Baker & Daniels, 111 East Wayne Street, Suite 800, Fort Wayne, Indiana 46802.