

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

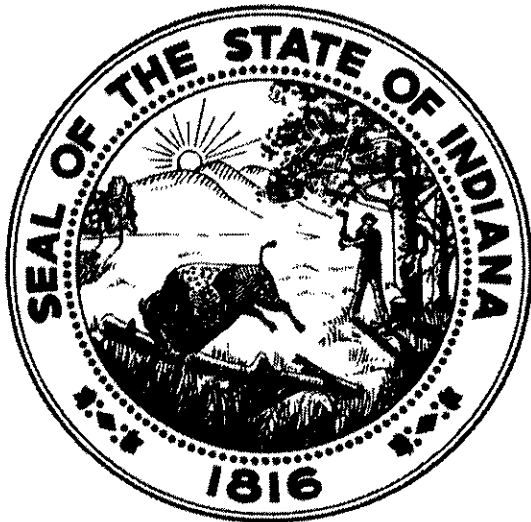
INDIANA NORTHEAST DEVELOPMENT, INC.

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.

The name following said transaction will be:

NORTHEAST INDIANA REGIONAL MARKETING PARTNERSHIP, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, March 17, 2006.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 17, 2006.

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

TODD ROKITA,
SECRETARY OF STATE



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4101 (REVISED 10/03) / Corporate Form No. 364-2 (May 1988)
Approved by State Board of Accounts 1995

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

APPROVED
AND
FILED
IN THE
OFFICE OF THE
SECRETARY OF STATE

2006 MAR 17 12:00 PM '06

Indiana Code 23-17-17-1 et seq.
FILING FEE: \$30.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

The undersigned officer of the Nonprofit Corporation named in Article I below (*hereinafter referred to as the "Corporation"*) desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (check appropriate box)

- The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- Indiana General Not-For-Profit Corporation Act (*approved March 7, 1935*)
- Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

ARTICLE I - Amendment(s)

SECTION 1: The name of the Corporation is:

Indiana Northeast Development, Inc.

SECTION 2: The date of incorporation of the Corporation is:

February 14, 1996

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

Northeast Indiana Regional Marketing Partnership, Inc.

SECTION 4

The exact text of Article(s) I-VII of the Articles of Incorporation is now as follows.

See attached Amended and Restated Articles of Incorporation.

SECTION 5

The date of adoption of the amendment to the Article(s) of Incorporation was March 15, 2006

ARTICLE II - Manner of Adoption and Vote

SECTION 1: Action by Board of Directors

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: *(select one)*

At a meeting held on March 15, 20 06, at which a quorum of such Board was present.

By written consent executed on _____, 20 _____, and signed by all members of such Board.

SECTION 2: Action by members

IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

Yes No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

Yes No

IF APPROVAL OF MEMBERS WAS REQUIRED:	TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
		1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE	4	4		
MEMBERS OR DELEGATES VOTED IN FAVOR	4	4		
MEMBERS OR DELEGATES VOTED AGAINST	0	0		

The manner 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 penalties of perjury, that the facts contained herein are true.

Signature of current Officer



Printed name of Officer

Timothy J. Haffner

Title of Officer

Chairman

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF NORTHEAST INDIANA REGIONAL MARKETING PARTNERSHIP, INC.**

The undersigned officer of the Northeast Indiana Regional Marketing Partnership, Inc. (f/k/a Indiana Northeast Development, Inc.) (the "Corporation"), pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, 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 this Corporation is: NORTHEAST INDIANA REGIONAL MARKETING PARTNERSHIP, INC.

ARTICLE 2

Purposes and Powers

Section 2.01. Type of Corporation. This Corporation is a public benefit corporation.

Section 2.02. Purposes. The purposes for which this Corporation is organized are limited as follows:

(a). Cooperation By and Between Represented Economic Development Organizations. To foster and enhance the operations of the economic development organizations that are represented by the Corporation, including but not limited to, coordinating, marketing and attracting economic development projects to Northeast Indiana.

(b). Furthering Common Business Interests and Improving Business Conditions. To further the common business interests of the businesses represented by the Corporation's Directors and to improve general business conditions in the Northeast Indiana area by employing the corporate organization to promote, encourage, and aid industrial, commercial, and business development in the Northeast Indiana area and to develop and administer a program to encourage employers to locate in the Northeast Indiana area.

(c). Cooperation with Other Groups. To employ the corporate organization in furtherance of its purposes by cooperating with and assisting the United States of

America, the State of Indiana, counties and municipalities in Northeast Indiana and the various commissions, governmental bodies, officials and employees of such governments in carrying out the purposes for which the Corporation is organized.

(d). Additional Purposes. In addition, the Corporation is formed for the purposes of assisting and engaging in all activities which are permitted by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), and are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") and the Treasury Regulations issued pursuant thereto, as amended.

(e). Limitations. Nothing contained in these Articles shall be construed to authorize the Corporation to engage in a regular business of a kind ordinarily carried on for profit or to engage in any activities or perform any function other than those which an organization qualified as exempt from Federal taxation under Section 501(c)(6) of the Code and the Treasury Regulations issued pursuant thereto, as amended, may engage in or perform consistent with such qualification.

Section 2.03. Statutory Powers. Subject to any specific written limitations imposed by the Act, by other laws or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Section 2.02 of this Article, the Corporation shall have all the powers specified in the Act.

Section 2.04. Limitations Upon Powers.

(a). Earnings. No Officer, Director or employee shall have or receive any earnings from the Corporation, except those he may receive as fair and reasonable compensation for his services as an Officer, Director or employee, and an Officer, Director or employee may also receive payments of principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by him to the Corporation.

(b). Loans to Directors and Officers. The Corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to any Director or Officer of the Corporation.

(c). Dissolution. In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to the State of Indiana, any instrumentality or subdivision thereof, or any municipality or county located in Northeast Indiana exclusively for public purposes, or to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal income taxation under Section 501(c)(6) of the Code or the corresponding provisions of any subsequent

Federal tax laws. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as the Court shall determine. No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

(d). Prohibited Activities.

(i) No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private individual.

(ii) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(6) of the Code and the Regulations issued pursuant thereto, as amended.

ARTICLE 3

Principal Office and Resident Agent

Section 3.01. Registered Office. The street address of the registered office of the Corporation is:

Northeast Indiana Regional Marketing Partnership, Inc.
111 East Wayne Street, Suite 800
Fort Wayne, Indiana 46802
Attention: Timothy J. Haffner

Section 3.02. Resident Agent. The name of the registered agent of the Corporation at the registered office is Timothy J. Haffner.

ARTICLE 4

Members

The Corporation shall not have members.

ARTICLE 5

Directors

Section 5.01. Number of Directors. The number of Directors of the Corporation shall be specified from time to time in the Code of By-Laws of the Corporation.

Section 5.02. Selection of Directors. The Investor Board and LEDO Council (as defined in the Corporation's By-Laws) shall elect individuals to serve as Directors of the Corporation in accordance with the Code of By-Laws.

ARTICLE 6

Indemnification

Section 6.01. Scope of Indemnity. The Corporation shall indemnify every person who is or was a Director or Officer employee or agent of the Corporation (each of which, together with such person's heirs, estate, executors, administrators and personal representatives, is hereinafter referred to as an "Indemnitee") against all liability to the fullest extent permitted by Indiana Code 23-17-16, provided that such person is determined in the manner specified by Indiana Code 23-17-16 to have met the standard of conduct specified in Indiana Code 23-17-16. The Corporation shall, to the fullest extent permitted by Indiana Code 23-17-16, pay for or reimburse the reasonable expenses incurred by every Indemnitee who is a party to a proceeding in advance of final disposition of the proceeding, in the manner specified by Indiana Code 23-17-16. The foregoing indemnification and advance of expenses for each Indemnitee shall apply to service in the Indemnitee's official capacity with the Corporation.

Section 6.02. Binding Nature. The provisions of this Article shall be binding upon any successor to the Corporation so that each Indemnitee shall be in the same position with respect to any resulting, surviving, or succeeding entity as the Indemnitee would have been had the separate legal existence of the Corporation continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to an Indemnitee acting in an official capacity prior to termination of the separate legal existence of the Corporation. The foregoing provisions shall be deemed to create a contract right for the benefit of every Indemnitee if (i) any act or omission complained of in a proceeding against the Indemnitee, (ii) any portion of a proceeding, or (iii) any determination or assessment of liability, occurs while this Article is in effect.

Section 6.03. Interpretation. All references in this Article to Indiana Code 23-17-16 shall be deemed to include any amendment or successor thereto. When a word or phrase used in this paragraph is defined in Indiana Code 23-17-16, such word or phrase shall have the same meaning in this Article that it has in Indiana Code 23-17-16. Nothing contained in this Article shall limit or preclude the exercise of any right relating to indemnification or advance of expenses to any Indemnitee or the ability of the Corporation to otherwise indemnify or advance expenses to any Indemnitee.

Section 6.04. Severability. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. If

any court holds any word, clause, or sentence of this paragraph invalid, the court is authorized and empowered to rewrite these provisions to achieve their purpose to the extent possible.

ARTICLE 7

Provisions for Regulation of Business and Conduct of Affairs of the Corporation


Section 7.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation and, to the extent delegated, to any committee formed by the Board of Directors.

Section 7.02. Code of By-Laws. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Code of By-Laws of the Corporation subject to any limitations set forth in such Code of By-Laws.

Section 7.03. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would permit any part of the net earnings or property of the Corporation to inure to the benefit of any private individual or which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(6) of the Code, as amended, or such equivalent provision as may hereafter exist from time to time. These Articles of Incorporation or any provision thereof may be altered or amended only in accordance with the provisions in the Act.

The undersigned officer of the Corporation hereby presents these Articles to the Secretary of State of the State of Indiana for filing, and states that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the previously existing articles of the Corporation, and the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 15th day of March, 2006.



Timothy J. Haffner, Chairman

This instrument was prepared by Andrew J. Welborn, Attorney at Law, Baker & Daniels, 111 E. Wayne Street, Suite 800, Fort Wayne, Indiana, 46802.