

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROTARY FOUNDATION OF
INDIANAPOLIS, INC.**

Article I. Name. The name of the Corporation is "Rotary Foundation of Indianapolis, Inc." This corporation is a public benefit corporation.

Article II. Duration of Existence. The period during which it is to continue as a corporation is in perpetuity.

Article III. Purpose of Organization. The objects and purposes for which this corporation is organized are as follows:

To promote charitable and educational purposes within the State of Indiana and such other charitable and educational purposes deemed appropriate by its Board of Directors, and to that end receive by gift, devise or bequest any money or property, absolutely or in trust, to be used and devoted, either the principal or the income therefrom, for the furtherance of any of the above-named purposes.

Consistent with the principles and ideals of Rotary International and of the Rotary Club of Indianapolis, Inc. (the "Rotary Club") it is not intended to compete with or displace any other private or public charitable agency in achieving the purposes herein mentioned but rather to supplement the generosity of others when needed and to seek and supply aid in circumstances where relief and aid is not afforded by others.

It is intended, through the agency of the Corporation, to promote the ideal, well known in Rotary philosophy, of "service above self," and at the same time to stimulate the desire of each member of the Rotary Club of Indianapolis "to be of service to his fellow men and to society in general."

Article IV. Powers. The Corporation shall have the power:

(a) to receive and accept by gift, devise or bequest absolute, any and all kinds of property including but not limited to money, bonds, stocks, real estate and personal property or income therefrom with full power of control and disposition of the same consistent with the objects and purposes hereinbefore set forth.

(b) To receive and accept by gift, devise or bequest, money and property of every nature and description, or income therefrom, upon or in trust for educational and charitable purposes, upon such terms and conditions as may be fixed by the donor or testator, exercising all the powers given or granted by the donor or testator together with such other express or implied powers as may be vested by it under the law and by the provisions of these articles.

(c) To administer such property or funds together with the income therefrom, with full power of disposition and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by said Corporation.

(d) To appropriate and devote all funds, property and income entrusted to it by gifts, devises or bequests to the achievement of its objects and purposes as shall be ordered and directed by resolution of its Board of Directors and at the sole discretion of said Board of Directors.

(e) To create trusts of and from unrestricted funds or property at its disposal and to fix the terms and conditions thereof.

(f) To acquire, hold, own and dispose of all kinds of property including real estate, when useful or necessary in promoting educational and charitable purposes as herein contemplated.

(g) To do such further and additional acts and things as may be necessary, incidental or convenient in the attainment of the purposes herein expressed and in the administration of its funds and property to achieve those purposes.

(h) To exercise any right or privilege allowed or authorized by law not herein expressed or implied.

Article V. Membership. The corporation shall have no members.

Article VI. Dissolution. Upon the dissolution of the Corporation, the property and funds of the Corporation shall be transferred to a qualified 501(c) (3) exempt organization with purposes similar to those of the Corporation. The property and funds shall be transferred with terms and conditions in conformity with the intent and conditions imposed upon any special fund or property of the Corporation by testators or donors.

If and when the Rotary Club ceases to function as such, then the Board of Directors shall as soon as possible thereafter create a charitable trust or any number of charitable trusts upon the property and funds then at its disposal, prescribing the terms and conditions thereof as nearly as possible to promote the objects and purposes of the Corporation, and in all respects such terms and conditions shall be in conformity with the intent and conditions imposed upon any special fund or property of the Corporation by testators or donors. It is intended that the objects and purposes of the Corporation, under the circumstances in this Article mentioned, shall be carried out and continued through the agency of a qualified trustee or trustees under an express trust set up and created by the Board of Directors.

Such trust or trusts created under this Article shall be made subject to the supervision of any Court of Marion County, State of Indiana, having jurisdiction over trusts and likewise said trusts shall be subject to the laws of the State of Indiana relating to trusts.

Upon the disposal of the funds and property held by the Corporation as provided in this Article, the Corporation shall thereupon be dissolved in the manner and form provided for by the laws of the State of Indiana relating to this class of corporation.

Article VII. By-laws, Rules and Regulations. The Board of Directors shall have the sole power to make, adopt, repeal and amend by-laws, rules and regulations regulating the management and operation of the Corporation, including by-laws fixing the title and number of officers, manner of their election, the term during which they are to serve and to prescribe the duties and responsibilities of such officers. Said Board of Directors shall also have power by resolution to create such committees as may be deemed necessary and to define their duties and responsibilities.

Article VIII. Profits and Income. The Corporation is not organized for pecuniary benefit and no dividends or profits shall be paid out or distributed. No salaries or other emolument shall be paid to the directors or officers of the Corporation for performing their duties as such officers or directors.

Article IX. Corporate Seal. The Corporation shall have no seal.

**BYLAWS
OF
ROTARY FOUNDATION
OF INDIANAPOLIS, INC.**

ARTICLE I

BOARD OF DIRECTORS

Section 1.1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 1.2. Number, Term and Election. The affairs and business of the Corporation shall be managed by a Board of Directors consisting of fifteen (15) directors, all of whom shall be members in good standing of the Rotary Club of Indianapolis, Inc. (the "Rotary Club"). Six (6) of said directors shall annually, by reason of their election to or retirement from office in the Rotary Club, as the case may be, automatically become directors ex officio of the Corporation as follows:

The immediate past president or in event of his demise, absence or disqualification, his next living predecessor in the line of past presidents of the Rotary Club. The president, the president elect, the vice president, the secretary, and the treasurer of the Rotary Club, all of whom shall serve as directors of the Corporation during their tenure in office as officers of the Rotary Club.

The remaining directors shall serve for staggered three (3) year terms, and shall be appointed by the Rotary Club; provided however, that no person appointed after January 1, 1992 shall serve more than two consecutive three-year terms.

Appointed directors shall hold office until their successors are duly appointed as aforesaid and qualified. Directors, other than ex officio directors, serving on the Board of Directors at the time of the adoption of these Bylaws, shall continue to serve as directors until their terms expire and their successors are duly appointed and qualified as provided above, absent death, resignation or removal.

Section 1.3. Vacancies. In the event of a vacancy on the Board of Directors resulting from the death, resignation or removal of an appointed director, or from an increase in the number of directors, the vacancy shall be filled by appointment by the Rotary Club of a new director.

Section 1.4. Removal. An appointed director may be removed by the Rotary Club, with or without cause.

Section 1.5. Annual Meetings. The Board of Directors shall hold its annual meeting for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting at the times stated in or fixed by a resolution of the Board of Directors. No notice shall be necessary for the holding of this annual meeting.

Section 1.6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the presiding officer of the Board of Directors, the President, or three (3) of the directors then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purposes of the meeting, given to each director either personally or by mail, telegram, facsimile transmission, or telephone. Oral notice is authorized. A director may waive any required notice of an annual, regular, or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 1.7. Quorum; Voting. One-third (1/3) of the directors in office when action is taken shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 1.8. Action by Consent. Any action required or permitted to be taken at any meeting of the Board Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent unless the consent specifies a prior or subsequent effective date.

Section 1.9. Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the authority of the Board of Directors, except where prohibited by law. If a committee is to exercise board powers or functions, all of the persons serving on the committee must be directors. At least two (2) members of the Board of Directors shall be appointed to serve on each committee. The creation of committees and the appointment shall be undertaken by a majority of all the directors in office when the action is taken.

ARTICLE II

Officers

Section 2.1. Officers and Qualifications Therefor. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall be chosen by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section 2.2. Terms of Office. Each officer of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until his successor shall be duly elected and qualified, or until resignation, removal, or death.

Section 2.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 2.4. Removal. Any officer of the Corporation may be removed, with or without cause, by the Board of Directors.

ARTICLE III Powers and Duties of Officers

Section 3.1. President. The President, if present, shall preside at all meetings of the Board of Directors. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 3.2. Vice President Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 3.3. Secretary. The Secretary shall attend all meetings of the Board of Directors, and keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

Section 3.4. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 3.5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

ARTICLE IV

Indemnification of Directors and Officers

Section 4.1. Rights to Indemnification and Advancement of Expenses.

(a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

(i) a member of the Board of Directors of the Corporation,

(ii) an officer of the Corporation, or

(iii) while a director or officer of the

Corporation, serving at the Corporation's request as a director, an officer, a partner, a trustee, an employee, or an agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the 1991 Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by a person in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the 1991 Act. The Corporation shall indemnify as a matter of right a person who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

(b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the 1991 Act.

(c) The indemnification provided under this Article shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 4.2. Other Right Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation.

Section 4.3. Definitions. For purposes of this Article:

(a) A person is considered to be serving an employee benefit plan at the Corporation's request if

the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(b) The estate or personal representative of a person entitled to indemnification hereunder shall be indemnified to the same extent as the person.

(c) The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(d) The term "liability" means the obligation to pay a judgement, settlement, penalty, fine,

excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(e) The term "party" includes any person who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(f) The term "proceeding" means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

ARTICLE V Miscellaneous

Section 5.1. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Vice President, and, if required, attested by the Secretary or an assistant secretary.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and end on the immediately following June 30.

ARTICLE VI Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors.