

AMENDED AND RESTATED
CODE OF BYLAWS
OF
HISTORIC LANDMARKS FOUNDATION OF INDIANA, INC.

ARTICLE 1

Definitions

As used in these By-Laws, the following terms have the meanings specified in this Article 1.

"Act" means the Indiana Nonprofit Corporation Act of 1991, as amended.

"Articles" means the Articles of Incorporation of the Corporation.

"Corporation" means Historic Landmarks Foundation of Indiana, Inc.

ARTICLE 2

Membership and Dues

Section 2.01. Members. The members of the Corporation shall be such individuals, organizations, institutions, and corporations as may be accepted from time to time in accordance with procedures and classes of membership as established by the Board of Directors.

Section 2.02. Rights of Members. Except for members of such classes of membership established by the Board of Directors as non-voting membership, all members shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer. The right of a member to vote and all his right, title and interest in or to the Corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 2.03. Dues. Dues of members shall be such amounts as are set by the Board of Directors from time to time and such dues may vary in amount for different classes of members. In lieu of periodic dues, the Board of Directors may require or permit membership to be obtained and retained upon the payment of a single amount to be determined by the Board of Directors.

Section 2.04. Period of Membership. The term of membership of all members shall be one (1) year unless a longer period is established by the Board of Directors. The Period of membership for each class of members shall be established by the Board of Directors and may be greater than one (1) year if the Board of Directors so determines.

Section 2.05. Resignation from Membership. Any member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. If a member serving as a Director resigns from membership in the Corporation, his term as a Director shall terminate at the time such resignation becomes effective.

Section 2.06. Termination of Membership. The Board of Directors may terminate or suspend the membership of any member for failure to pay such dues as may be required under Section 2.03 hereof. The Board of Directors may also terminate or suspend the membership of any member for any other reasonable cause under a procedure that is fair and reasonable and carried out in good faith.

ARTICLE 3

Meetings of the Membership

Section 3.01. Annual Meetings. An annual meeting of the members shall be held within eight (8) months after the close of each fiscal year of the Corporation, at such time as may be designated by the Board of Directors and specified in the notices or waivers of notice thereof. Failure to hold any annual meeting within such period shall not work any forfeiture or dissolution of the Corporation.

Section 3.02. Special Meetings. Special meetings of the membership may be called by the Chairman, by the Board of Directors, or by written petition signed by not less than ten percent (10%) of the members of the Corporation authorized to vote.

Section 3.03. Place of Meetings. All meetings of the membership of the Corporation shall be held at such place, within the State of Indiana, as may be specified in notices or waivers of notice thereof, and if not so specified, then at the principal office of the Corporation.

Section 3.04. Notices. A written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary, or by the officer or person calling the meeting or by such other person as the Board of Directors may direct, to each member of record entitled by the Articles of Incorporation to vote at that meeting at the address which appears on the records of the Corporation at least ten (10) days before the date of the meeting, or if notice is mailed by other than first class or registered mail, thirty (30) to sixty (60) days before the meeting date; provided, however, that notice of the annual meeting of the members may be given by publication in the manner and under the circumstances specified in the Act. Notice of any meeting may be waived in

writing signed by any member and delivered to the Secretary. Attendance at any meeting shall constitute a waiver of notice of that meeting.

Section 3.05. Voting. After fixing a record date for a notice of a meeting, the Secretary or Assistant Secretary shall prepare a list of the names of the Corporation's members who are entitled to notice of a members' meeting, containing the address and number of votes each member is entitled to vote at the meeting. The Secretary and Assistant Secretary shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting.

Section 3.06. Quorum. The lesser of (a) one hundred (100) persons qualified to vote as members or (b) ten percent (10%) of the persons qualified to vote as members, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members of the Corporation

Section 3.07. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 3.08. Voting Rights. Each member present in person or by proxy shall be entitled to cast one (1) vote upon each question voted upon at all meetings of the members. No member entitled to vote in any election of directors shall have the right to multiply the number of votes to which such member may be entitled by the number of directors to be elected.

Section 3.09. Action Without Meeting. Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of the members at a duly held meeting of the members.

Section 3.10. Meeting by Telephone, etc. Any or all of the members of the Corporation may participate in a meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE 4

Board of Directors

Section 4.01 Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

Section 4.02. Number. There shall be thirty (30) Directors of the Corporation, which number may be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to less than nine (9) nor increased to more than thirty-three (33) Directors. In the event the number of Directors is increased as authorized herein, the additional Director or Directors shall be elected by the vote of the members of the Corporation according to a procedure established by resolution of the Board of Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 4.03. Classes. The membership of the Board of Directors shall be divided into three (3) classes, each class to consist of a number of Directors equal to one-third (1/3) of all the Directors. Except in the case of Directors elected to fill a vacancy as provided in Section 4.09 or in the case of an increase in the number of Directors as provided in Section 4.02, Directors of the same class shall be elected in the same year.

Section 4.04. Qualification. Directors of the Corporation shall be persons who are members.

Section 4.05. Term. Each Director shall serve for a term of three (3) years or until a successor is elected or qualified, or until he has resigned or been removed. Incumbent Directors shall be eligible for re-election except that a Director who has served two (2) consecutive full terms, unless serving as an officer, shall be ineligible for re-election as a Director until one (1) year has elapsed following the expiration of the second consecutive term of office. The term of Directors who are members of the same class of Directors shall expire in the same year.

Section 4.06. Nomination. Except in the case of vacancies to be filled as specified in Section 4.09, candidates for election to the Board of Directors shall be nominated by (a) a nominating committee appointed by the Chairman and confirmed by the Board of Directors or (b) by not less than ten (10) members entitled to vote in the election for Directors. Nominations, whether made by the nominating committee or by the requisite number of members, shall be made in writing and submitted to the Chairman at least ten (10) days prior to the annual meeting.

Section 4.07. Election. A class of Directors shall be elected at the annual meeting of the members held in the calendar year in which the term of such class of Directors expires.

Section 4.08. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Chairman, the Secretary or the Assistant Secretary of the Corporation. Such resignation shall take effect when the notice is effective unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.09. Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation, removal or otherwise shall be filled by the affirmative vote of a majority of the Directors

then serving. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy or until his successor has been elected and qualified. A Director's service during the remainder of an unexpired term shall not count as a full term for the purposes of the limitation on service as a Director set forth in Section 4.05.

Section 4.10. Removal. Any Director may be removed, with or without cause, in accordance with the provisions of the Act. A Director shall be removed if he fails to attend three (3) consecutive meetings of the Board of Directors, unless good cause for such absences is shown.

Section 4.11. Meetings. The Board of Directors shall meet each year immediately after the annual meeting of the members at the place where such meeting of members has been held for the purpose of organization, election of officers and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. The Board of Directors may provide by resolution the time and place, within the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the Chairman, and shall be called by order thereof upon written request of at least two (2) Directors, which request shall set forth the business to be conducted at such meeting.

Section 4.12. Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same or by telephoning or telegraphing or delivering personally the same at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.13. Quorum. A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be one-third (1/3) of the duly qualified members of the Board of Directors then serving, but in no case shall there be less than four (4) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 4.14. Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of Directors present at the meeting at which

a quorum is present. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. The Chairman shall appoint the members of all committees established pursuant to this Section 4.14.

Section 4.15. Action Without Meeting. 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 the action is taken by all members of the Board of Directors or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Board of Directors or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 4.16. Meeting by Telephone, etc. Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE 5

Executive Committee

Section 5.01. Membership. The Executive Committee shall consist of the Chairman and not less than five (5) other Directors who shall be elected annually by the Board of Directors. The Executive Committee shall have and exercise, during intervals between the meetings of the Board of Directors, all powers vested in the Board of Directors.

Section 5.02. Meetings. Meetings of the Executive Committee may be held upon the call of the Chairman, or of two or more members of the Committee, at any place within the State of Indiana upon twenty-four (24) hours notice, specifying the time, place, and general purposes of the meeting, given to each member of the Committee, either personally, by mailing, or by facsimile transmission. At any meeting at which all members are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent members either by written instrument or by facsimile transmission. At any meeting of the Executive Committee, the presence of at least one-third (1/3) of the members then serving shall constitute a quorum for the transaction of any business.

Section 5.03. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if the action is taken by all members of the Executive Committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Executive Committee, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 5.04. Meeting By Telephone, etc. Any or all of the members of the Executive Committee may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE 6

Officers

Section 6.01. Officers and Agents. The officers of the Corporation shall consist of a Chairman, one or more Vice Chairmen, a President, a Secretary, one or more Assistant Secretaries, a Treasurer and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation. The President, the Assistant Officers and, if designated, the Chairman Emeritus need not be members of the Board of Directors, but all other officers shall be Directors.

Section 6.02. Election, Term of Office and Qualification. All officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office (unless he resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until his successor is chosen and qualified.

Section 6.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors or until his successor is elected and qualified, or until his death, resignation or removal.

Section 6.04. Chairman. The Chairman shall preside at all meetings of the membership, the Board of Directors and the Executive Committee, shall discharge all duties which devolve upon a presiding officer, shall appoint the members of all committees and shall perform such other duties as the Board may prescribe. He shall be an ex officio member of all standing committees.

Section 6.05. President. The President shall be a full-time employee of the Corporation, be its chief executive officer, and have general management of its affairs subject to the direction and control of the Chairman, the Board of Directors and the Executive Committee. He shall be an ex officio member of all committees. He shall be generally in charge of correspondence with the membership and with others and shall assist the Board of Directors, the Executive Committee and other officers and committees in the performance of their functions.

Section 6.06. Vice Chairmen. A Vice Chairman shall perform such duties as the Board of Directors may prescribe from time to time.

Section 6.07. Secretary. The Secretary shall have the custody and care of the corporate records and the minutes book of the Corporation. The Secretary shall attend all meetings of the members, the Board of Directors and the Executive Committee, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as the Code of By-Laws may require or as may be prescribed by the Board of Directors or the Chairman.

Section 6.08. 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 be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into the Treasurer's hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors and the Executive Committee, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the Chairman.

Section 6.09. The Assistant Secretary. An Assistant Secretary shall perform such duties as the Board of Directors may prescribe from time to time.

Section 6.10. Other Assistant Officers. The Board of Directors may from time to time designate other assistant officers who shall exercise and perform 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 may be prescribed by the Code of By-Laws, the Board of Directors or the Chairman.

Section 6.11. Chairman Emeritus. The Directors by majority vote may designate a former Chairman of the Board of Directors to serve as Chairman Emeritus. The Chairman Emeritus may, but need not be, be a member of the Board of Directors, and the limitation provision for successive terms as provided in Section 4.05 shall not apply to the Chairman Emeritus.

Section 6.12. Removal. Any officer may be removed from office, with or without cause, by the vote of a majority of the Directors then serving.

Section 6.13. Resignations. Any officer may resign at any time by delivering notice to the Chairman or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE 7

Loans to Officers and Directors

The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE 8

Financial Affairs

Section 8.01. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 8.02. Checks. All checks, drafts and orders for the payment of money in excess of an amount authorized by the Board of Directors as recommended by the Finance Committee shall be signed by not less than two (2) of the following officers who are different persons: Chairman, Vice Chairman, President or Treasurer.

Section 8.03. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

ARTICLE 9

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of September of each year and end on the last day of August of each year.

ARTICLE 10

Corporate Indemnification

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE 11

Prohibited Activities

Notwithstanding any other provision of this Code of By-Laws, no Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE 12

Amendments

The power to make, alter, amend or repeal the Code of By-laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a majority of the Directors then serving; provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to the Code of By-Laws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned.

**ARTICLES OF AMENDMENT TO,
AND RESTATEMENT OF, THE
AMENDED ARTICLES OF INCORPORATION
OF
HISTORIC LANDMARKS FOUNDATION OF INDIANA, INC.**

FILED
Joseph H. Hoge
SECRETARY OF STATE OF INDIANA

The undersigned officer of Historic Landmarks Foundation of Indiana, Inc. (the "Corporation") existing pursuant to the provisions of The Indiana Nonprofit Corporation Act of 1991 (the "Act"), desiring to give notice of corporate action effectuating amendment and restatement of its Amended Articles of Incorporation, certifies the following facts:

ARTICLE I

Amendments

Section 1. The Corporation was incorporated on September 30, 1960.

Section 2. The name of the Corporation following this amendment to the Amended Articles of Incorporation is Historic Landmarks Foundation of Indiana, Inc.

Section 3. The exact text of the Amended and Restated Articles of Incorporation is set forth in Exhibit A attached hereto and incorporated herein.

ARTICLE II

Manner of Adoption and Vote

Section 1. Action by Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend and restate the terms and provisions of the Amended Articles of Incorporation and directing that the members be allowed to vote on the proposed amendment at the annual meeting of the members to be held on April 25, 1993. The resolution proposing the amendment was adopted by vote of the Board of Directors at a meeting held on April 25, 1993, at which a quorum of such Board was present.

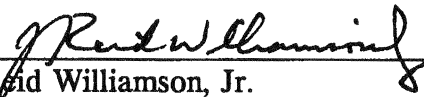
Section 2. Notice. Notice of the submission of the proposed amendment was included in the notice of the annual meeting given by publication in The Indianapolis Commercial on April 2, 1993.

Section 3. Action by Members. The members of the Corporation entitled to vote in respect to the Articles of Amendment adopted the proposed Amendment. The proposed Amendment was adopted by vote of such members during the annual meeting as called by the Board of Directors. The result of such vote is as follows:

	<u>Total</u>
Members Entitled to Vote:	205
Members Voted in Favor:	205
Members Voted Against:	0

Section 3. Compliance with Legal Requirements. 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 Amended 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.



J. Reid Williamson, Jr.
President

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EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HISTORIC LANDMARKS FOUNDATION OF INDIANA, INC.

ARTICLE 1

Name

Section 1.01. Name. The name of this Corporation is:

HISTORIC LANDMARKS FOUNDATION OF INDIANA, 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 as follows:

Clause (a). Educational and Charitable Purposes. To employ the corporate organization of the Corporation solely for educational and charitable purposes including the advancement of knowledge in the State of Indiana pertaining to historical and architecturally significant sites and structures and in furtherance of such educational and charitable purposes to preserve, redevelop, improve, renovate, and maintain sites and structures of historical, architectural, educational, and cultural significance within the State of Indiana (such areas being hereinafter referred to as the "Foundation Area").

Clause (b). Ascertainment of Historical Structures and Sites. To employ the corporate organization in furtherance of its educational purpose by locating, marking and spreading knowledge concerning sites and structures of historical, architectural, and cultural significance within the Foundation Area.

Clause (c). Collection and Dissemination of Educational Information. To employ the corporate organization of the Corporation in furtherance of its educational purpose by collecting writings, materials, relics, and memorabilia of educational significance and pertaining to historical and architecturally significant sites and structures within the Foundation Area and to disseminate

information relative thereto in advancement of education in the Foundation Area and for the better education of the general public.

Clause (d). Cooperation With Other Groups. To employ the corporate organization of the Corporation in furtherance of its educational and charitable purposes by cooperating with and assisting the United States of America, the State of Indiana, County, and municipal governments within the State of Indiana and the various instrumentalities, officials, and employees of such governments in carrying out the purposes for which the Corporation is organized; and to cooperate with or affiliate with other charitable, educational, historical, or cultural, civic or municipal associations, corporations, or groups organized for and carrying out any one or more of the purposes for which the Corporation is organized.

Clause (e). Ancillary Purposes. In addition, the Corporation is formed for the purpose of assisting and engaging in all further activities which serve educational, scientific or charitable purposes ancillary to, or in support of, those set forth above, which are permitted by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the Applicable Regulations, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Applicable Regulations. As used in these Articles, "Applicable Regulations" means the regulations issued with respect to the referenced provisions of the Code by the Internal Revenue Service as the same may be amended from time to time.

Section 2.03. Powers. Except as herein or in the Code of By-Laws otherwise provided, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the Act may now or hereafter have or exercise.

Section 2.04. Limitations Upon Powers. 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, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Director or Officer to the Corporation. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. 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)(3) of the Code and the Applicable Regulations or the corresponding provisions of any subsequent federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Applicable Regulations or the corresponding provisions of any subsequent federal tax laws.

ARTICLE 3

Members

Section 3.01. Membership. The Corporation shall have members consisting of such natural persons and entities as may be admitted to membership pursuant to the provisions of the Code of By-Laws.

ARTICLE 4

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

Section 4.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 4.02. 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.

Section 4.03. Limitation on Powers of Board of Directors. Notwithstanding any contrary provisions in these Articles, the Board of Directors shall not have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Code, or such equivalent provision as may hereafter exist from time to time.

Section 4.04. 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 have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code, or such equivalent provision as may hereafter exist from time to time.

Section 4.05. Effect of Amended Articles. These amended and restated Articles of Incorporation shall supercede and take the place of the heretofore existing Articles of

Incorporation effective upon the filing hereof in the Office of the Secretary of State of Indiana.

ARTICLE 5

Dissolution

Section 5.01. Dissolution. In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to the United States, the State of Indiana, exclusively for public purposes, the municipality in which the registered office of the Corporation is located, any instrumentality or subdivision thereof, exclusively for public purposes, or to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as one or more of the purposes of the Corporation set forth in Section 2.02 hereof and which, at the time of transfer, is exempt from Federal income taxation under Section 501(c)(3) 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 registered 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.

ARTICLE 6

Restrictions Applicable if the Corporation Is Or Becomes A Private Foundation

Section 6.01. Restrictions. Notwithstanding anything contained in these Articles to the contrary, in the event and if for any reason the Corporation should fail to qualify as a "public foundation" and is classified as a "private foundation" as that term is defined in Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, or is classified as a private "operating foundation" as that term is defined in Section 4942(j)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, then and in such event and in order to comply with Section 508(e) of the Code, and for so long as the Corporation may be deemed to be a "private foundation" or a private "operating foundation", the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions and limitations:

Clause (a). The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the

tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws;

Clause (b). The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws;

Clause (c). The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;

Clause (d). The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; and

Clause (e). The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
HISTORIC LANDMARKS FOUNDATION OF INDIANA, INC.

The Directors of Historic Landmarks Foundation of Indiana, Inc., an Indiana not-for-profit corporation (the "Corporation") hereby adopt the following resolutions:

I

RESOLVED, that the Corporation accept the provisions of the Indiana Nonprofit Corporation Act of 1991 and avail itself of the rights, privileges, immunities and franchises provided thereby effective as of May 1, 1993 (the "Effective Date").

II

RESOLVED, that the Board of Directors recommend to the Members of the Corporation that the Amended Articles of Incorporation of the Corporation be amended and restated in the form attached hereto as Exhibit A (the "Proposed Articles").

RESOLVED, that the Proposed Articles be submitted to the Members for approval thereof at a meeting to be held, pursuant to notice properly given, on April 25, 1993.

III

RESOLVED, that the Code of By-Laws of the Corporation be amended and restated in the form attached hereto as Exhibit B effective as of the Effective Date; provided, however, that if the members decline to approve the Proposed Articles, then this resolution shall be void and of no force or effect.