

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

216 EAST WASHINGTON BOULEVARD FOUNDATION, INC.

I, JOSEPH H. HOGSETT, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such

Articles conform to law; all as prescribed by the provisions of the

Indiana Nonprofit Corporation Act of 1991,

as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence will begin March 04, 1992.

In Witness Whereof, I have hereunto set my
hand and affixed the seal of the State of
Indiana, at the City of Indianapolis, this
Fourth day of March, 1992

JOSEPH H. HOGSETT, Secretary of State

By _____

Deputy

1992030354

RECEIVED

ARTICLES OF INCORPORATION

OF 02 MAR 4 P 1 : 34 APPROVED

AND FILED

216 EAST WASHINGTON BOULEVARD FOUNDATION, INC.

Joseph H. Hoge
CLERK OF STATE OF INDIANA

A NOT-FOR-PROFIT CORPORATION ORGANIZED UNDER P.L. 179-1991 [INDIANA CODE, TITLE 23, ARTICLE 17] OF THE LAWS OF THE STATE OF INDIANA.

RECEIVED
02 FEB 20 P 1 : 5

ARTICLE I

NAME

The name of the corporation is **216 EAST WASHINGTON BOULEVARD FOUNDATION, INC.**

ARTICLE II

CHARACTER AND PURPOSES OF CORPORATION

2.1 The corporation is a Public Benefit Corporation.

2.2 The corporation is organized, and will be at all times operated, for exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, which includes soliciting, receiving, administering and distributing property and money for the restoration and preservation of architecturally significant buildings to ensure their availability for public view.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

3.1 The registered office of the corporation is located at 216 East Washington Boulevard, Fort Wayne, Indiana.

3.2 The registered agent of the corporation is James Johnston, the business office of whom is 216 East Washington Boulevard, Fort Wayne, Indiana.

ARTICLE IV

MEMBERS

The corporation shall have members. The By-Laws may provide for more than one class of members, and specify the relative rights and preferences of the respective classes.

ARTICLE V

DIRECTORS

5.1 The initial Board of Directors is composed of five (5) members. The By-Laws of the corporation--

(i) will specify the number of Directors, which will be at least three (3);

(ii) will specify the duration of the term of office of the Directors; and

(iii) may provide for staggered terms.

5.2 The name and address of each member of the initial Board of Directors is:

Marvin Berger, 8434 South Anthony Boulevard, Fort Wayne, Indiana 46816;

Bob F. Jesse, Jr., 6328 Langley Court, Fort Wayne, Indiana 46815;

John W. McNaughton, 4909 Chaucer Road, Fort Wayne, Indiana 46835;

Oliver Stepp, Jr., 225 McKinnie Avenue, Fort Wayne, Indiana 46807; and

Gerald V. R. Walker, 3736 Knollcrest Road, Fort Wayne, Indiana
46835.

The term of each initial Director will expire as of the first annual meeting of the members of the corporation: Each Director will, however, continue to serve in that capacity until his respective successor is installed.

ARTICLE VI

PROVISION FOR MANAGEMENT OF AFFAIRS OF THE CORPORATION

6.1 The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, which would invalidate its status (i) as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (ii) as an organization contributions to which are deductible under the provisions of Section 170(c), Section 2055 and Section 2522 of the Internal Revenue Code.

6.2 No part of the net earnings or assets of the corporation shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons, except that this provision shall not prevent the corporation from paying reasonable compensation for services rendered.

6.3 No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office: Nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

6.4 Upon the dissolution of the corporation, the Board of Directors after making provision for the payment of all liabilities of the corporation, shall arrange for the distribution of all assets of the corporation exclusively for the tax-exempt purposes for which the corporation is organized, either by direct distribution or by distribution to one or more organizations contributions to which are deductible under Sections 170(c), 2055 and 2522 of the Internal Revenue Code, as determined by the Board of Directors. Any assets not so distributed within a reasonable period of time after the dissolution of the corporation shall be disposed of in accordance with the direction of a court having jurisdiction in the county in which the registered office of the corporation was last located, exclusively in such manner as in the judgment of such court will best accomplish the purposes for which the corporation was organized.

6.5 The Board of Directors may adopt By-Laws for the regulation of the affairs of the corporation, which may be amended or repealed at any regular meeting of the Board of Directors or by unanimous written consent in lieu of meeting.

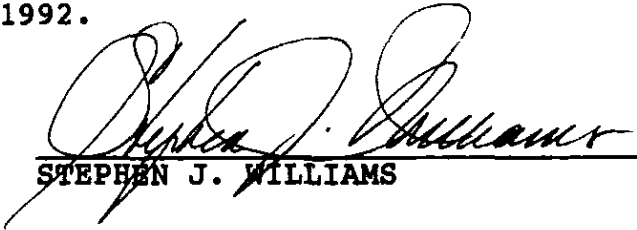
ARTICLE VII

INCORPORATOR

The name and address of the incorporator is Stephen J. Williams, 1900 Lincoln Bank Tower, Fort Wayne, Indiana 46802.

I, the undersigned incorporator, hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this

18th day of February, 1992.


STEPHEN J. WILLIAMS

SHAMBAUGH, KAST, BECK AND WILLIAMS

LAWYERS

1900 LINCOLN TOWER

FORT WAYNE, INDIANA 46802

PHONE (219) 423-1430

FAX (219) 422-9038

WILLARD SHAMBAUGH
(1897-1078)

MICHAEL H. KAST
EDWARD E. BECK
STEPHEN J. WILLIAMS
DANIEL E. SERBAN
JOHN B. POWELL
TIMOTHY L. CLAXTON
MARK E. PATTERSON

March 2, 1992

Indiana Secretary of State
Corporations Division
Room 155, State House
Indianapolis, IN 46204

RE: 216 East Washington Boulevard Foundation, Inc.

Gentlemen:

We have enclosed the following items:

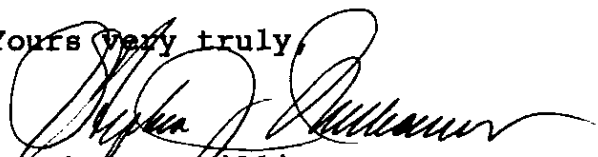
Duplicate signed copies of Articles of
Incorporation; and

Check in the amount of \$30.00 representing the
appropriate filing fee.

Please return (i) an approved copy of the Articles of Incorporation
and (ii) a copy of the Articles together with a Certificate of
Incorporation, to me at the following address:

1900 Lincoln Tower
Fort Wayne, Indiana 46802

Yours very truly,



Stephen J. Williams

SJW/ks

Enclosures