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**ARTICLES OF RESTATEMENT
(OF THE ARTICLES OF INCORPORATION)**

APPROVED
AND
FILED
IND. SECRETARY OF STATE

OF

216 EAST WASHINGTON BOULEVARD FOUNDATION, INC.

A NOT-FOR-PROFIT CORPORATION ORGANIZED MARCH 4, 1992 UNDER P.L. 179-1991 [INDIANA CODE, TITLE 23, ARTICLE 17] OF THE LAWS OF THE STATE OF INDIANA.

RECEIVED
MAY 17 1992
P 3: 05
INDIAN SECRETARY OF STATE

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

The registered office of the corporation is located at 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

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.

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 for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government for a public purpose. 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 for such purposes or to

such organization or organizations, which are organized and operated exclusively for such purposes.

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.

CERTIFICATE

I, Marvin E. Berger, Secretary of 216 East Washington Boulevard Foundation, Inc., certify that the foregoing Restated Articles of Incorporation do not contain any amendment requiring approval by the members or by any other person, and have been duly adopted by the Board of Directors of the Corporation by action taken on the 29th day of March, 1993.



Marvin E. Berger, Secretary

Prepared by: Stephen J. Williams, Lawyer, 1900 Lincoln Tower, Fort Wayne, Indiana 46802.