



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R10 / 1-03) / Corporate Form No. 364-2 (May 1988)

Approved by State Board of Accounts 1995

194339-124 WCP

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

2008 FEB 26 PM 1:58

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.

Indiana Secretary of State

Packet: 194339-124

Filing Date: 02/26/2008

Effective Date: 02/26/2008

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

APPROVED
AND
FILED

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:

Kokomo Art Association, Inc.

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

March 9, 1962

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

Kokomo Art Association, Inc.

SECTION 4

The exact text of Article(s) See attached of the Articles of Incorporation is now as follows.

SECTION 5

The date of adoption of the amendment to the Article(s) Nov 13 was 2007

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 Oct 9, 2007, at which a quorum of such Board was present.

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

Indiana Secretary of State

Packet: 194339-124

Filing Date: 02/26/2008

Effective Date: 02/26/2008

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 | 105 | 105 | |
| MEMBERS OR DELEGATES VOTED IN FAVOR | 15 | 15 | |
| MEMBERS OR DELEGATES VOTED AGAINST | 4 | 4 | |

☒ 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

Title of Officer

President

STEFANIE G. HANDY

INDIANA SECRETARY OF STATE
RECEIVED
FEB 26 PM 1:58
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KOKOMO ART ASSOCIATION, INC.

The undersigned officers of Kokomo Art Association, Inc. (the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby execute the following Amended and Restated Articles of Incorporation (the Articles of Incorporation"), which supersede and take the place of the previously existing articles of the Corporation.

Article I

Name

The name of the Corporation is Kokomo Art Association, Inc.

Article II

Classification of Corporation

The Corporation is a public benefit corporation.

Article III

Purposes and Powers

Section 3.1. Purposes. The purposes for which the Corporation is formed are:

- (a) To promote and sustain the creation and appreciation of the fine arts in Kokomo and Howard County, Indiana; to bring art to the community and to bring the community to art
- (b) To serve in perpetuity as guardian and trustee of its current collection of works of art and of future acquisitions of works of art
- (c) To raise community consciousness, understanding, awareness, and recognition of the contributions of the arts to the quality of community life; to stimulate creativity, expression, dialogue, respect for talent and appreciation of beauty in all aspects of civic life and discourse
- (d) To provide opportunities for local artists of all ages to discover and develop their talents, exhibit their work, and experience public scrutiny and commendation
- (e) To enhance the community's image as a place where the arts are recognized as significant contributors to the quality of life; to enhance the community's attractiveness to corporations that regard opportunities for artistic expression and enjoyment as important to their ability to recruit and retain competent personnel, sustain a positive corporate image for visitors and guests, and find visible avenues of community service and support.
- (f) To uphold and advance the welfare of the creative arts

- (g) In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act.

Section 3.2. Nonprofit Purposes and Exempt Organization Requirements.

- (a) **Exempt Purposes:** The Corporation is organized and operated exclusively to perform, encourage, and support such charitable, educational, and other exempt programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").
- (b) **No Private Inurement:** The activities of the Corporation shall be conducted in such a manner that no part of its earnings shall inure to the benefit of any member, director, or officer or other private person, except that the Corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1.
- (c) **No Political Activities:** Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (d) **Exempt Activities:** Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on:
- (i) By a corporation exempt for Federal income tax under Code section 501(c)(3), or
 - (ii) By a corporation, contributions to which are deductible under Code sections 170(c)(2), 2055 (a)(2), and 2522(a)(2).
- (e) **Private Foundation Status:** Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.

Notwithstanding any other provision of these Articles of Incorporation, at any time the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall not:

- (i) Engage in any act of self-dealing as defined in Code section 4941(d);
- (ii) Retain any excess business holdings as defined in Code section 4943(c);
- (iii) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- (iv) Make any taxable expenditure as defined in Code section 4945(d).

Section 3.3. Powers.

Subject to any limitation or restriction imposed by the Act, or any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

- (a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law,
- (b) To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law;
- (c) To have, exercise, and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges, and powers granted to corporations by the Act, as now existing or hereafter amended, by the common law, and by any other applicable law, and
- (d) To cease its activities and to dissolve and surrender its corporate franchise.

Article IV

Dissolution and Distribution of Assets on Dissolution or Final Liquidation

In accordance with the provisions and conditions specified in the Act, the Board of Directors may propose to the membership a recommendation for dissolution of the Corporation. Such recommendation, to be adopted, must be approved by the members by a majority of the votes cast on the proposal, proper notice having been given to all members, whether or not entitled to vote. If the recommendation to dissolve the Corporation is approved, the Corporation will identify and comply with the requirements of the Act regarding notifications, filings, satisfaction of the claims and liabilities of the Corporation, distribution of its assets, and the winding up of its affairs.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine.

Any such assets not disposed of by the Board of Directors as hereinabove provided shall be disposed of by a court of general jurisdiction located in Howard County, Indiana to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article V

Term of Existence

The Corporation shall have perpetual existence.

Article VI

Registered Agent and Registered Office

Section 6.1 Registered Office.

At the time of adoption of these Articles of Incorporation, the location and post office address of the registered office of the Corporation is 525 W. Ricketts St., Kokomo, IN 46902

Section 6.2. Registered Agent.

At the time of adoption of these Restated Articles of Incorporation, the name of the registered agent is Elaine Wanke, whose address is 1203 Arundel Dr., Kokomo, IN 46902.

Article VII

Members

Section 7.1. Classes.

The Corporation shall have four (4) classes of members consisting of active members, student members, organizational members, and honorary members. All members shall indicate an interest in supporting the purposes of the corporation, or in creating or exhibiting works of art.

Individual Members consist of those persons who have declared their support of the purposes of the Corporation, have made application for membership, and have paid annual dues as determined by the Board of Directors.

Student Members consist of those persons who have declared their support of the purposes of the Corporation, have made an application for membership, and have presented a valid and current student identification card or enrollment form certifying their status as a student, and have paid annual dues as determined by the Board of Directors. Such dues shall be less than the dues set for Individual Members. *Student members shall have all the rights and privileges of Individual Members.*

Organizational Members consist of any for-profit or nonprofit corporations or any unincorporated organizations or associations which have declared their support of the purposes of the Corporation, have made application for membership, have met criteria for organizational membership as determined by the Board of Directors, and have paid annual dues as determined by the Board of Directors.

Honorary Members consist of those persons or organizations nominated by the Board of Directors by reason of distinguished and exemplary contributions to the furtherance of the Corporation's purposes, and elected by the membership of the Corporation. Honorary members are exempt from any requirement to pay annual dues. *Honorary membership shall be perpetual unless terminated by*

resignation or by removal by the Board of Directors for cause. Honorary Members shall have all the rights and privileges of Individual or Organizational Members.

Section 7.2. Voting Rights of Members.

Each member in good standing, whether individual, organizational, or honorary, shall be entitled to one (1) vote, exercisable in person or by proxy, on each matter submitted to the membership for a vote at each meeting of the membership. Organizational members and honorary organizational members shall designate a person to represent the organization at meetings of the membership.

Section 7.3. Other Rights and Responsibilities of Members.

Individual members and representatives of organizational members may seek election as officers or directors of the Corporation, may serve on committees and chair ad hoc committees and task forces, may speak at meetings of the membership, may attend, and, according to protocols established by the Board of Directors, speak at meetings of the Board of Directors and attempt to influence the course of action of the Corporation, and may seek to assist the Corporation in accomplishing its goals.

Section 7.4. Meetings of Members

Meetings of the membership, including an Annual Meeting, shall be called and held in accordance with the Act and with the Bylaws. As provided in the Bylaws, members will elect the Board of Directors at the Annual Meeting.

A quorum for all meetings of the membership shall consist of ten percent (10%) of the members entitled to cast a vote.

Article VIII

Board of Directors

Section 8.1. Duties and Powers.

The management of the business and affairs of the Corporation shall be governed by a Board of Directors. No Director shall have any right, title, or interest in, or to any property of, the Corporation.

The Board of Directors is vested with and may exercise all the powers of the Corporation, except as may be otherwise provided by law.

Section 8.2. Number and Term of Office.

The Board of Directors shall not be composed of fewer than three (3) members. The exact number of directors, their terms, selection, and removal, shall be as specified in, or fixed in accordance with the Bylaws of the Corporation. The Bylaws may provide or allow for the staggering of terms of the directors.

Section 8.3. Qualifications

Each director shall be an individual who subscribes to the purposes of the Corporation, is willing to abide by the requirements of the Corporation's Bylaws, and fulfills such other qualifications as may be specified from time to time in the Bylaws of the Corporation or required by law.

Section 8.4. Meetings.

The time, place, and frequency of regular or special meetings of the Board of Directors are as specified in the Bylaws.

Section 8.5. Current Board of Directors.

The names and addresses of the Board of Directors on the date of execution of these Articles of Incorporation are:

| | |
|---------------------------------|---|
| President: | Stefanie Handy, 3513 Melody Ln. W. Kokomo, IN 46902 |
| 1 st Vice President: | K. Celeste Seay, 1200 N. Courtland Ave., Kokomo, IN 46901 |
| 2 nd Vice President: | Tamara Leigh Jarvis, 2319 S. Park Rd. Kokomo, IN 46902 |
| Secretary: | Elaine Wanke, 1203 Arundel Dr. Kokomo, IN 46901 |
| Asst. Secretary: | Janet Bradley, 3105 Lamplighter Ln. Kokomo, IN 46902 |
| Treasurer: | Susan Barnhart, 1515 Haynes Ave. Kokomo, IN 46901 |

Article IX

Officers

The number and titles of officers of the Corporation are as specified in the Bylaws. Officers shall be elected by the Board of Directors. The time and manner of their election, terms of office, qualifications, and duties are as specified in the Bylaws.

ARTICLE X

Committees

Section 10.1. Executive Committee.

The Executive Committee shall be established and comprised as specified in the Bylaws. During intervals between meetings of the Board of Directors, The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation. The Executive Committee may not, however, approve dissolution or merger of the Corporation, may not sell, pledge, or transfer all or substantially all of the assets of the Corporation, may not elect, appoint, or remove directors or fill vacancies on the Board of Directors or on a Committee, may not adopt, amend, or repeal the Corporation's Articles of Incorporation or Bylaws, nor take any other action prohibited by law.

Section 10.2. Standing Committees.

The number, names, and responsibilities of Standing Committees, if any, are as specified in the Bylaws.

Section 10.3. Other Committees.

Acting in compliance with the provisions of the Act, the Board of Directors may establish, and dissolve, such other committees as it may find necessary or helpful to the accomplishment of the Corporation's mission.

Section 10.4. Committee Structure and Conduct of Committee Business.

The composition and responsibilities of committees, the qualifications of members of committees, the terms of office of committee members and chairpersons, the selection of chairpersons of committees, the quorum necessary for the conduct of committee business, and the manner in which committees are accountable to the Board of Directors, are as specified in the Bylaws.

Article XI

Indemnification

Section 11.1. Rights to Indemnification and advancement of Expenses.

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

- A) a member of the Board of Directors of the Corporation
- B) an Officer of the Corporation
- C) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not
- D) an administrative employee of the Corporation, hired by the Board of Directors, directly accountable to the Board of Directors, and responsible for implementing the directives of the Board of Directors (each an "Indemnitee"), 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 Act. Such determination shall be made by majority vote of a quorum consisting of a quorum of directors not at the time parties to the proceeding, or as otherwise specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee 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 Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the individual in connection with the proceeding (without the requirement of a determination as set forth in the first sentence of this paragraph D).

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 11.2. Other Rights 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 the Article shall limit or preclude the exercise of, 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, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual", within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax law. The provisions of, and the rights and obligations created by, this Article shall not give rise or be deemed to give rise to "compensation for personal services" as described in IC 34-4-11.5-1 et seq., as amended.

Section 11.3. Definitions.

For the purposes of this Article:

- (1) 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.
- (2) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.
- (3) 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, 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.
- (4) The term "liability" means the obligation to pay a judgment, 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.
- (5) The term "party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- (6) The term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

Section 11.4. Purchase of Insurance.

The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's directors or officers, or other persons.

ARTICLE XII

Miscellaneous Provisions

Section 12.1. Fiscal Year.

The fiscal year of the Corporation shall be as specified in the Bylaws.

Section 12.2. Corporate Seal.

The Board of Directors may authorize the Corporation to have a corporate seal and to cause the seal to be affixed to documents executed by, and certificates of, the Corporation. However, the use of the corporate seal or an impression thereof shall not be required upon, and shall not affect the validity of, any instrument whatsoever. The form of any such corporate seal may be specified in a resolution of the Board of Directors.

Section 12.3. Execution of Contracts and Other Documents; Signing of Checks.

Execution of contracts and other documents and signing of checks shall be regulated and conducted as specified in the Bylaws of the Corporation.

Section 12.4. Bonding

All persons authorized to be directly involved in the acceptance and disbursement of funds shall be bonded at the expense of the Corporation.

Article XIII

Amendments

Except as otherwise authorized or required by statute, these Articles of Incorporation may be amended at the initiation of the Board of Directors, upon approval by the members by a majority of the votes cast. The Corporation must provide notice to the members of any meeting at which an amendment to the Articles of Incorporation is to be considered, stating that the purpose or one of the purposes of the meeting is to consider the proposed amendment. The notice must be accompanied by a copy or summary of the amendment.

If the Board of Directors seeks to have an amendment approved by the members by written consent or written ballot, the material soliciting the approval must contain or be accompanied by a copy or summary of the proposed amendment.

Amendments affecting the number or definition of classes of members of the Corporation require compliance with the specific statutory provisions regarding such amendments.

Amendments to the Articles of Incorporation must be filed with the Secretary of State according to the specific requirements of statute.

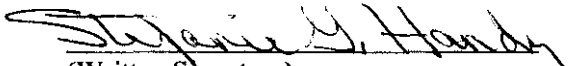
APPROVAL

Approved by the members at the regular meeting of the membership on Nov 13, 2007, proper and timely notice of which was given to the members, including a summary of the actions proposed to be taken regarding the Articles of Incorporation.


The undersigned officers hereby present these Articles of Incorporation to the Secretary of State of the State of Indiana for filing, representing beforehand to the Secretary of State and all persons whom it may concern 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 Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation and verify subject to the penalties of perjury that the facts contained herein are true.

Dated this 18th day of November 2007.


(Written Signature)

STEFANIE G. HANDY
(Printed Signature)
President


(Written Signature)

Elaine E. Wanke
(Printed Signature)
Secretary

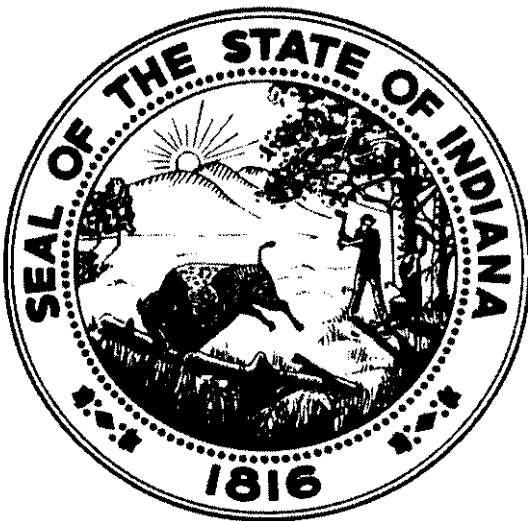
Indiana Secretary of State
Packet: 194339-124
Filing Date: 02/26/2008
Effective Date: 02/26/2008

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT
of
KOKOMO ART ASSOCIATION 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.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, February 26, 2008.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 26, 2008.

A handwritten signature in black ink that reads "Todd Rokita". The signature is written in a cursive style.

TODD ROKITA,
SECRETARY OF STATE