

APPROVED  
AND  
FILED

## ARTICLES OF INCORPORATION OF

*Corrie Zamm*  
IND. SECRETARY OF STATE

### CLARK-PLEASANT EDUCATION FOUNDATION, INC.

OCT-9 PM 2:20

The undersigned incorporator, desiring to form a nonprofit corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:

#### ARTICLE I

##### Name and Type of Corporation

The name of the Corporation is Clark-Pleasant Education Foundation, Inc. The Corporation is a public benefit corporation.

#### ARTICLE II

##### Purposes and Powers

Section 2.1. Purposes. The Corporation is formed to:

(a) Encourage, recognize, reward, and support creativity, innovation, achievement, and excellence within the students, teachers and administrators of the Clark-Pleasant Community School Corporation;

(b) Develop partnerships with individuals, families, community groups, local businesses, and philanthropies to enhance educational opportunities within the Clark-Pleasant Community School Corporation;

(c) Inspire parents and alumni of Clark-Pleasant Community School Corporation to participate in the learning process;

(d) Work with teachers and administrators in order to enhance the quality of public education; and

(e) Transact any and all lawful business for which nonprofit corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for non-profit purposes.

Section 2.2. Nonprofit Purposes.

(a) The Corporation is organized to operate exclusively for the charitable purposes established in this Article II. Contributions received by the Corporation will either be used directly to satisfy these purposes or will be invested with the income generated therefrom used to carry out the Corporation's charitable purposes.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding provisions of any subsequent Federal Tax laws, or

(ii) By a Corporation, contributions to which are deductible under Section 170(c)(1) or (2) or Section 2522(a)(1) or (2) of the Code, or corresponding provisions of any subsequent Federal tax laws.

Section 2.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision 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; and

(b) To have, exercise and enjoy in furtherance of the purposes herein before set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 2.4. Limitation Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization(s) under Code Section 501(c)(3), or corresponding provisions of any subsequent federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the applicable court in Johnson County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such tax exempt purposes.

### **ARTICLE III** **Period of Existence**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV**  
**Registered Agent and Registered Office**

The name and address of the Registered Agent and Registered Office are: Karen Canary, 131 Windemere Road, New Whiteland, Indiana 46184.

**ARTICLE V**  
**Membership**

The Corporation shall have no members separate from its Board of Directors, who shall be the sole members of the Corporation while serving on the Board of Directors of the Corporation.

**ARTICLE VI**  
**Directors**

Section 6.1. Number of Directors. The number of Directors of the Corporation and their election shall be fixed or determined in the manner set forth in the Code of By-Laws of the Corporation, but in no event shall the number be less than three (3).

Section 6.2. Qualifications. Each Director shall have such qualifications as may be specified from time to time in the By-Laws of the Corporation or as otherwise required by applicable law.

Section 6.3. Terms of Directors. Directors of the Corporation shall be elected for such terms as may be fixed by the Code of By-Laws of the Corporation and shall, if the By-Laws shall so provide, be divided into as many groups whose terms of office expire at different times as the By-Laws shall provide.

Section 6.4. Names and Addresses of Initial Directors. The names and addresses of the initial members of the Board of Directors are:

<b>Name</b>	<b>Address</b>
Maribeth Alspach	42 Rypma Row, New Whiteland, IN 46184
G. Daniel Callon	6847 N. 75W., Whiteland, IN 46184
Karen S. Canary	131 Windemere Rd., New Whiteland, IN 46184
Jerry Cripps	407 N. Mathews Rd., Greenwood, IN 46143
Robert Gold	1311 Griffith Rd., Greenwood, IN 46143
Butch Zike	5 Marley Court, Whiteland, IN 46184
Rebecca Courtney-Knight	8503 S. 700W, Morgantown, IN 46106

Section 6.5. Powers. The Board of Directors shall have full power to manage the affairs of the Corporation, including any and all power granted by the Act.

Section 6.6. Removal of Directors. Any or all members of the Board of Directors of the Corporation may be removed at any time with or without cause at the direction or other election of the majority of the other Board of Directors of the Corporation.

Section 6.7. Meetings. Meetings of the Board of Directors of the Corporation shall be held as such places, either within or without the State of Indiana as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the By-Laws of the Corporation.

**ARTICLE VII**  
**Incorporator**

The name and post office address of the incorporator of the Corporation are: Maribeth Alspach, 42 Rypma Row, New Whiteland, Indiana 46184.

**ARTICLE VIII**  
**Provisions for the Regulation and**  
**Conduct of the Affairs of the Corporation**

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation or the Directors are as follows:

Section 8.1. Indemnification.

(a) The Corporation shall indemnify any person as of right who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving as a Director, officer, employee, or agent of another corporation, partnership, or other enterprise at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a Director, officer, employee, or agent of the Corporation or of such other organization; provided, such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, in a manner which he had no reasonable cause to believe was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, suit, or proceeding, in a manner which he had reasonable cause to believe was unlawful.

(b) Any Director, officer or employee of the Corporation who has been successful as a party on the merits or otherwise in his defense of any claim, action, suit, or proceeding referred to in the first sentence of Section 8.1(a) shall be indemnified as of right against expenses (including attorneys' fees) reasonably incurred by him in connection therewith (except to the extent covered by insurance).

(c) Except as provided in Section 8.1(b) above, any indemnification under Section 8.1(a) shall be made by the Corporation only upon a determination that indemnification of the particular Director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 8.1(a). Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, by independent legal counsel (who may be regular counsel of the Corporation or other disinterested person(s), such counsel or person(s) being hereafter called the "referee") in a written opinion. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

(d) The indemnification provided by this Section 8.1 shall not be deemed exclusive of any other rights to which a Director, officer, employee, or agent may be entitled under any by-law, resolution, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification provided by this Section 8.1 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

(e) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section 8.1, together with expenses actually and reasonably incurred by him in connection with his defense thereof; provided that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty under this Section 8.1 to indemnify any such person to the extent such liability is covered by such insurance.

Section 8.2. Restriction Upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

Section 8.3. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its

Directors are shareholders, members, directors or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction. Also, notwithstanding such Director's participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors not to be counted in determining whether a quorum is present and not to be counted in calculating the majority of such quorum necessary to carry such vote. Provided, however, such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 8.4. Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, officers, or other private individuals.

Section 8.5. Private Foundation. If at any time it is determined by the Internal Revenue Service that the Corporation is a private foundation within the meaning of Code Section 509(a) (or the corresponding provision of any future United States revenue law), the Corporation shall also be subject to the requirements set forth below in this Section.

(a) Distribution of Income. The Corporation shall distribute its income each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax law.

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

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

(d) Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent federal tax laws.

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

Section 8.6. Articles of Incorporation. The Corporation reserves to the Directors of the Corporation 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 the 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.

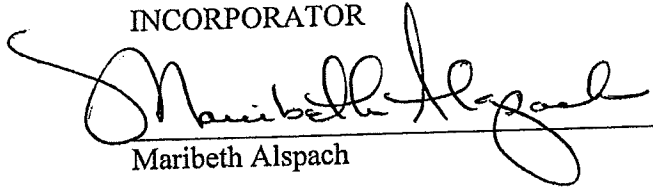
Section 8.7. By-Laws. As otherwise provided in the By-Laws of the Corporation, the Board of Directors shall have the power to adopt and amend the Corporation's By-Laws, which may contain other provisions consistent with the Articles of Incorporation, as well as the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation.

Section 8.8. Not-for-Profit Status. Notwithstanding any contrary provisions contained herein, neither the Board of Directors nor any other person shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned hereby execute these Articles of Incorporation as of this 4<sup>th</sup> day of ~~September~~, 2012.

OCTOBER 1<sup>st</sup>

INCORPORATOR

  
Maribeth Alspach

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