

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
THE ATHENAEUM FOUNDATION, INC.

The undersigned officer of the Athenaeum Foundation, Inc. (the "Corporation"), existing pursuant to the Indiana Nonprofit Corporation Act of 1991, Indiana Code § 23-7-1-1 *et seq.*, as amended (the "Act"), desiring to give notice of corporate action effectuating amendments to and restatement of its Articles of Incorporation, certifies the following facts:

ARTICLE I
Amendment

Section 1.01. The date of incorporation of the Corporation is July 11, 1991.

Section 1.02. The name of the Corporation following this restatement is "The Athenaeum Foundation, Inc."

Section 1.03. The exact text of the Articles of Incorporation as amended and restated is attached hereto as Exhibit 1.

ARTICLE II
Manner of Adoption and Vote

Section 2.01. Action by Directors. At a meeting held on MARCH 6, 1998, the Board of Directors of the Corporation duly adopted resolutions (a) proposing to amend and restate the Articles of Incorporation of the Corporation, (b) directing that the proposed amendments and restatement be submitted to a vote of the Corporation's members, and (c) recommending that the members approve and adopt the amendments and restatement.

Section 2.02. Action by Members. The Amended and Restated Articles of Incorporation contain amendments requiring member approval by at least a two-thirds affirmative vote at a meeting of members at which a quorum is present. The members of the Corporation so approved and adopted the proposed Amended and Restated Articles of Incorporation at a ANNUAL meeting of the members held on MARCH 6, 1998. The vote was as follows:

Number of Corporation members:	<u>268</u>
Number of Corporation members present at meeting:	<u>54</u>
Members voting in favor of amendments/restatement:	<u>54</u>

Section 2.03. Compliance with Legal Requirements. The manner of the adoption of the Articles of Restatement 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.

IN WITNESS WHEREOF, the undersigned officer of the Corporation executes these Articles of Reinstatement and verifies, subject to the penalties for perjury, that the statements contained herein are true this 6th day of MARCH, 1998.

Signature:	<u>K. Philip Watts</u>
Printed Name:	<u>K. PHILIP WATTS</u>
Title:	<u>PRESIDENT</u>