EXHIBIT 1

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE ATHENAEUM FOUNDATION, INC.

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Effective 3-6-98

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE ATHENAEUM FOUNDATION, INC.

The undersigned, desiring to amend and restate the Articles of Incorporation of the Athenaeum Foundation, Inc. (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, Indiana Code § 23-7-1-1 *et seq.*, as amended (the "Act"), executes the following Amended and Restated Articles of Incorporation.

ARTICLE I
Name

Section 1.01. Name. The name of the Corporation is "The Athenaeum Foundation, Inc."

Section 1.02. Assumed Name. The Corporation shall have the right to adopt, take, or assume any fictitious corporate name, and to operate the Corporation under a name other than "The Athenaeum Foundation, Inc.," in accordance with and subject to the Act and Indiana Code § 23-15-1-1 *et seq.*

ARTICLE II
Purposes and Powers

Section 2.01. Type of Corporation. This Corporation is a public benefit corporation, as defined in Indiana Code § 23-17-2-23.

Section 2.02. General Purposes. The Corporation has been and shall continue to be organized and operated exclusively for charitable and educational purposes, as defined, limited and

circumscribed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), including the rules, regulations and procedures promulgated thereunder by the U.S. Department of Treasury, Internal Revenue Service, or any other duly enabled and constituted governmental authority, and Sections 6-2.1-3-20 and 6-3-2-2.8 of the Indiana Code, including the rules, regulations and procedures promulgated thereunder by the Indiana Department of Revenue, or any other duly enabled and constituted governmental authority.

Section 2.03. Specific Purposes. With respect to, and within the scope of, the foregoing Section 2.02, the specific purposes for which the aforesaid Corporation has been and shall continue to be organized are as follows:

(a) to acquire title to a certain building located in the city of Indianapolis, Marion County, Indiana, commonly known as "Das Deutsche Haus-Athenaeum" and legally described in Exhibit "A" attached hereto and incorporated herein by reference (hereinafter the "Athenaeum"), which has been registered as a certified historic structure by the United States Department of the Interior;

(b) to raise funds (whether by charitable donations, membership fees, or otherwise) for the rehabilitation of the Athenaeum;

(c) to supervise and direct the rehabilitation of the Athenaeum in such a manner as to preserve its architectural and aesthetic integrity as an historic structure;

(d) to educate the public of the role of the Athenaeum in the history of Indianapolis and of its cultural, aesthetic and cultural significance;

(e) to foster the use of the Athenaeum as a center for amateur athletics, education, and the performing arts, with particular emphasis on the culture and history of Indiana's

immigrants from German-speaking countries but without prejudice to any person or organization based upon race, creed, sex, age or national origin;

(f) to encourage the use of the Athenaeum's facilities and participation in its various cultural programs by the general public;

(g) to collect rents and royalties from the various tenants and users of the Athenaeum's facilities;

(h) to apply rents, royalties, membership dues and contributions to the payment of the Athenaeum's operating expenses and the maintenance and improvement of the Athenaeum; and

(i) to directly support the athletic and cultural activities of organizations within the Athenaeum, provided that the organizations sponsoring such activities are themselves exempt from taxation pursuant to Code Section 501(c)(3).

Section 2.04. Powers. In connection with the purposes stated in Sections 2.02 and 2.03 above, and not by way of limitation, the Corporation shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in its Articles of Incorporation as the same may be amended from time to time;

(b) establish, levy, collect and enforce payment of any charges, dues, rents or membership fees made against Members or others pursuant to the terms of these Articles or Code of By-Laws; to pay all expenses in connection with such collection and all office and other expenses incident to the conduct of the business of the Corporation, including any

license fees, taxes or other governmental charges levied or imposed against the property of the Corporation;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(d) borrow money and pledge, deed in trust, mortgage or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

(e) merge and consolidate with other non-profit corporations organized for the same purposes; and

(f) have and exercise any and all powers, rights, and privileges which a corporation organized under the Act may now or hereafter have or exercise, as described in Indiana Code § 23-17-4-2.

Section 2.05. General Limitation on Purposes and Powers. Any and all powers and/or purposes granted to the Corporation by the State of Indiana, the Articles of Incorporation of the Corporation, or the By-Laws of the Corporation, shall continue to be limited by, and shall continue to be exercised for the furtherance of, Code Section 501(c)(3), Sections 6-2.1-3-20 and 6-3-2-2.8 of the Indiana Code, and the rules, regulations and procedures promulgated thereunder.

Section 2.06. Specific Limitations on Purposes and Powers. Specific limitations on the purposes and powers of the Corporation as are follows:

(a) Remuneration. The Corporation shall not have any right, power, or privilege, whether by implication, by construction, or otherwise, to engage in any activities for the purpose of or resulting in the pecuniary remuneration to its members, directors, officers, or

other persons or individuals; in addition, no part of net earnings or net contributions shall inure to the benefit of, or be distributable to, its members, officers, directors, or other persons or individuals. Notwithstanding the foregoing restrictions and limitations, the Corporation shall have the right, authority, and power to pay a fair and reasonable compensation for bona fide services rendered and expenses incurred by its members, directors, officers, or other persons or individuals in furtherance of the purposes set forth in this Article II.

(b) Influence on legislation. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise.

(c) Participation in political campaigns. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including in such prohibition the publication or distribution of materials in any such campaign.

ARTICLE III
Commencement and Term

Section 3.01. Commencement. These Amended and Restated Articles of Incorporation shall become effective upon the filing thereof at the office of the Indiana Secretary of State, Corporations Division.

Section 3.02. Term. The Corporation's term of existence is perpetual. The Corporation shall continue in existence until dissolved in accordance with the Act.

ARTICLE IV
Principal Office and Registered Agent

Section 4.01. Office. The post office address of the principal office of the Corporation is 401 East Michigan Street, Indianapolis, Indiana 46204.

Section 4.02. Agent. The name and post office address of the Corporation's registered agent are K. Philip Watts, 401 East Michigan Street, Indianapolis, Indiana 46204.

ARTICLE V
Membership

Section 5.01. Eligibility. The Corporation's membership shall be open to the public, regardless of race, creed, sex, age or national origin. Members may be individuals, corporations or unincorporated associations.

Section 5.02. Classes. The Corporation shall have classes of membership as defined in the Code of By-Laws.

ARTICLE VI
Provisions for Regulations and Conduct of the Affairs of the Corporation

Section 6.01. Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors, as provided in the Code of By-Laws. The Code of By-Laws may fix the number of directors and terms thereof at any number consistent with the Act up to a maximum of twenty-five (25) directors.

Section 6.02. By-Laws. The Code of By-Laws of the Corporation may provide other pertinent provisions with respect to the regulation of the business and conduct of the affairs of the Corporation; provided, however, that the aforesaid Code of By-Laws shall not contain any term or provision which is inconsistent with, or violative of, Code Section 501(c)(3) or any rule, regulation or procedure promulgated thereunder by the U.S. Department of Treasury, Internal Revenue Service, any other duly enabled, empowered and constituted governmental authority, or Sections 6-2.1-3-20 or 6-3-2-2.8 of the Indiana Code, or any rule, regulation or procedure promulgated thereunder by any duly enabled and constituted governmental authority; any such inconsistent or violative term or provision of such By-Laws shall be deemed null and void and shall have no force, effect or consequence.

Section 6.03. Gifts and Bequests/Section 501(c)(3). The Corporation shall not accept any gift, bequest, inheritance or other contribution if the use or expenditure of such gift, bequest, inheritance or other contribution is subject to any condition or restriction which is inconsistent with the purposes of the Corporation, as set forth in Article II hereof, or which is otherwise inconsistent with or violative of, Code Section 501(c)(3) or any rule, regulation or procedure promulgated thereunder by the U.S. Department of Treasury, the Internal Revenue Service, or any other duly enabled, empowered and constituted governmental authority.

ARTICLE VII
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the

Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at that time qualify as an exempt organization or organizations under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by any court of competent jurisdiction in Marion County, Indiana exclusively for the aforementioned purposes or to such organization or organizations, as the aforesaid Court shall determine, which are organized and operated exclusively for the purpose or purposes set forth in Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VIII
Amendment

Subject to the terms and conditions of the Act, the power to amend, alter or repeal these Articles of Incorporation, or to adopt new Articles of Incorporation, is in the members of the Corporation, but the affirmative vote of at least two-thirds (2/3) of members present at a duly convened meeting of members at which a quorum is present is necessary to exercise the aforesaid powers of amendment, substitution and replacement, alteration or repeal of the Articles of Incorporation.

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

Signature: _____

Printed Name: K. PHILIP WATTS

Title: PRESIDENT

EXHIBIT "A"
Legal Description of Athenaeum Building

A building commonly known as Das Deutsche Haus-Athenaeum located at 401 E. Michigan Street in the City of Indianapolis, Marion County, Indiana, legally described as follows:

Lots 10, 11, and 12 in the John D. Thorpe's Subdivision of Square Twenty (20) in the City of Indianapolis, as per plat thereof, recorded in Land Record "J", page 48, in the Office of the Recorder of Marion County, Indiana.