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APPROVED AND FILED
ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
THE ATHENAEUM FOUNDATION, INC.

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CORPORATIONS DIV.
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Paul Roberts
IND. SECRETARY OF STATE

The undersigned officer of THE ATHENAEUM FOUNDATION, INC. (the "Corporation"), existing pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), gives notice of the amendment and restatement of its Articles of Incorporation and certifies the following facts:

ARTICLE I

NAME AND DATE OF INCORPORATION

Section 1. Name. The name of the Corporation following the amendment and restatement of the Articles of Incorporation is "The Athenaeum Foundation, Inc."

Section 2. Date of Incorporation. The date of incorporation of the Corporation is July 11, 1991.

ARTICLE II

TEXT OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Section 1. Text of Amended and Restated Articles of Incorporation. The exact text of the entire Amended and Restated Articles of Incorporation of the Corporation is attached hereto and made a part hereof as Exhibit A (the "Amended and Restated Articles").

ARTICLE III

MANNER AND DATE OF ADOPTION AND VOTE

Section 1. Action by Members. The members of the Corporation, being all of the "members" (within the meaning of the Act) of all classes of Members entitled to vote with respect to the proposed Amended and Restated Articles, unanimously adopted the proposed Amended and Restated Articles at a meeting of the Members duly called and held on May 20, 2009 at which a quorum of such Members was present.

The designation of members, number of memberships outstanding, the number of votes entitled to be cast, the number of votes indisputably voting with respect to the Amended and Restated Articles, the number of votes in favor of the adoption of the Amended and Restated Articles, and the number of votes against such adoption are as follows:

DESIGNATION OF MEMBERS	<u>3</u>
NUMBER OF MEMBERSHIPS OUTSTANDING:	<u>94</u>
NUMBER OF VOTES ENTITLED TO BE CAST:	<u>94</u>
NUMBER OF VOTES INDISPUTABLY VOTING:	<u>15</u>

TOTAL NUMBER OF VOTES CAST IN FAVOR:
TOTAL NUMBER OF VOTES CAST AGAINST:

15
0

The number of votes cast in favor of the adoption of the Amended and Restated Articles by the members of each class is sufficient for approval by the members.

Section 3. Compliance with Legal Requirements. The manner of the adoption of the Amended and Restated Articles and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation and the Bylaws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Dated this 2 day of June, 2009.

By: Cassie Stockamp

Printed: Cassie Stockamp

Title: President

This instrument was prepared by Denise Y. Barkdull, Attorney-At-Law, ICE MILLER, LLP, One American Square, Suite 2900, Indianapolis, Indiana 46282-0200.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE ATHENAEUM FOUNDATION, INC.

(2009 Revision)

The undersigned officer of The Athenaeum Foundation, Inc. (the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes 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 and all previous amendments thereto:

ARTICLE I

Name

The name of the Corporation is The Athenaeum Foundation, Inc.

ARTICLE II

Purposes

This Corporation is a public benefit corporation that shall be organized and operated exclusively to benefit, to perform the functions of, and to carry out the charitable, scientific, educational, and other purposes of the organizations listed in Article VIII below (the "Supported Organizations"), to the extent that such purposes are described in Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

Subject to and in furtherance of such purposes, the Corporation may (among other things):

- (a) Acquire and retain title to a certain building located at 401 E. Michigan Street in the city of Indianapolis, Marion County, Indiana, commonly known as “Das Deutsche Haus-Athenaeum” (the “Athenaeum”), which has been registered as a certified historic structure by the United States Department of the Interior;
- (b) Raise funds (whether by charitable donations, membership dues, or otherwise) for the rehabilitation of the Athenaeum;
- (c) 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) Educate the public about the role of the Athenaeum in the history of Indianapolis and about its cultural, aesthetic, and historical significance;
- (e) Foster the use of the Athenaeum as a center for amateur athletics, education, and the performing arts;
- (f) Encourage the use of the Athenaeum’s facilities and participation in its various cultural programs by the general public;
- (g) Collect rents and royalties from the various tenants and users of the Athenaeum’s facilities;
- (h) 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) Directly support the athletic and cultural activities of the Supported Organizations within the Athenaeum, provided that such organizations are themselves exempt from taxation pursuant to Code section 501(c)(3).

ARTICLE III

Powers

Subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. 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, 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.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Registered Agent and Registered Office

Section 1. The name and address of the registered agent in charge of the Corporation's registered office at the time of adoption of these Articles of Incorporation is Cassie Stockamp, 401 E. Michigan Street, Indianapolis, Indiana 46204.

Section 2. The street address of the registered office of the Corporation at the time of adoption of these Articles of Incorporation is 401 E. Michigan Street, Indianapolis, Indiana 46204.

ARTICLE VI

Members

Section 1. 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 2. The Corporation shall have classes of membership as defined in the Corporation's Bylaws.

ARTICLE VII

Trustees

The exact number of Trustees of the Corporation shall be specified in or fixed in accordance with the Amended and Restated Bylaws (the "Bylaws") at a number no smaller than three (3). The Secretary shall record (i) the names and addresses of the members of the Board of Trustees of the Corporation at the time of adoption of these Articles of Incorporation and (ii) the Supported Organizations that have appointed such Trustees (or designations as "Elected Trustees" under the Bylaws).

ARTICLE VIII

Election or Appointment of Trustees

The Trustees of the Corporation, other than the members of the Board of Trustees at the time of adoption of these Articles of Incorporation (who shall serve for terms as specified in or fixed in accordance with the Bylaws), shall be elected or appointed in the manner and for terms as specified in or fixed in accordance with the Bylaws; provided, however, that at all times a majority of the Trustees shall be persons appointed by various Supported Organizations identified in the Bylaws.

A Supported Organization automatically will be removed from the list of Supported Organizations (and no longer will have any right to appoint Trustees of the Corporation) if such Supported Organization ceases to be a Code section 501(c)(3) public charity described or treated as described in Code section 509(a)(1) or 509(a)(2).

ARTICLE IX

No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

ARTICLE X

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. 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.

Section 2. 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

- 2.1. Engage in any act of self-dealing as defined in Code section 4041(d);
- 2.2. Retain any excess business holdings as defined in Code section 4943(c);
- 2.3. Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- 2.4. Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Neither the Board of Trustees nor the Corporation shall have power or authority to do any act that will prevent the Corporation from being an organization described in Code section 501(c)(3).

Section 4. Except as otherwise permitted by Coded section 501(h), no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 5. The Corporation shall not participate in or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Trustees shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 7. The power to make, alter, amend, and repeal the Bylaws shall be vested in the Board of Trustees.

Section 8. No Trustee of the Corporation shall be liable for any of its obligations.

Section 9. Meetings of the Board of Trustees may be held at any location, either inside the State of Indiana or elsewhere.

Section 10. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Trustees by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, Bylaws, and applicable law.

Section 11. The Board of Trustees may from time to time, in the Bylaws or by resolution, designate such committees as the Board of Trustees may deem desirable for the furtherance of the purposes of the Corporation.

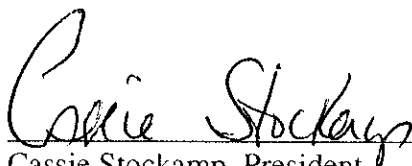
ARTICLE XI

Dissolution of Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Trustees, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described or treated as described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned officer of the Corporation hereby presents 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 compliance with the provisions of applicable law, the previously existing articles of the Corporation, and the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 2 day of June, 2009.


Cassie Stockamp, President

This instrument was prepared by Denise Y. Barkdull, attorney at law, Ice Miller LLP, One American Square, Suite 3100, Indianapolis, Indiana 46282.