

State of Indiana
Office of the Secretary of State

RECEIVED

AUG 20 2007

CERTIFICATE OF AMENDMENT

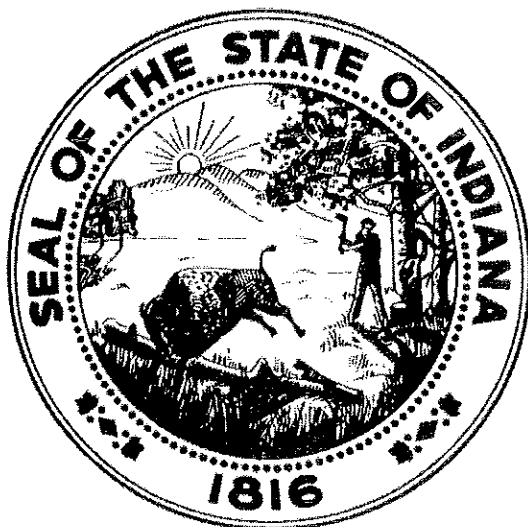
COMMUNITY FOUNDATION
OF GREATER FORT WAYNE

of

FORT WAYNE CENTRAL IMPROVEMENT FOUNDATION 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, August 14, 2007.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 14, 2007.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

COPY



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R10 / 1-03) / Corporate Form No. 384-2 (May 1988) Approved by State Board of Accounts 1995

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

APPROVED AND FILED

Todd Rokita

IND. SECRETARY OF STATE

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.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

RECEIVED IND. SECRETARY OF STATE AUG 14 2007

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)

- [X] 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:

FORT WAYNE CENTRAL IMPROVEMENT FOUNDATION, INC.

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

January 15, 1982

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

FORT WAYNE CENTRAL IMPROVEMENT FOUNDATION, INC.

SECTION 4:

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

Article IX of the Articles of Incorporation is amended by deleting subparagraph (c) therefrom in its entirety.

SECTION 5

The date of adoption of the amendment to the Article(s) TX 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 August 6, 20 07, at which a quorum of such Board was present.
- By written consent executed on _____, 20 _____, and signed by all members of such Board.

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 | 3 | | | |
| MEMBERS OR DELEGATES VOTED IN FAVOR | 3 | | | |
| MEMBERS OR DELEGATES VOTED AGAINST | 0 | | | |

- 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

Kathy A. Friend

Printed name of Officer

Kathy A. Friend

Title of Officer

President



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

State Form 4161 (R7 / 8-91) Corporate Form No. 364-2 (May 1988)
Articles of Amendment (Amending Individual Articles Only) Nonprofit
Prescribed by Joseph H. Hogsatt Secretary of State of Indiana
Approved by State Board of Accounts 1991

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

INSTRUCTIONS: Present 2 originally executed copies to:

FILING FEE IS \$30.00

SECRETARY OF STATE
302 W WASHINGTON ST RM E018
INDIANAPOLIS IN 46204

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

FORT WAYNE CENTRAL IMPROVEMENT FOUNDATION, INC.

The undersigned officers of:

Fort Wayne Central Improvement Foundation, Inc.

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

(The "Act") gives notice of amendment to its Articles of Incorporation and certifies the following facts:

ARTICLE I - Amendment(s)

SECTION 1: The date of incorporation of the Corporation is:

January 15, 1982

SECTION 2: The name of the Corporation following this amendment to the Articles of Incorporation is:

Fort Wayne Central Improvement Foundation, Inc.

SECTION 3

The exact text of Article(s) II and VI of the Articles of Incorporation is now as follows.

See Exhibit "A"

SUE A. JUNE GILROY

95 JUN 19 9 12 22

RECEIVED
CORPORATION DIVISION

ARTICLE II - Manner of Adoption and Vote

SECTION 1: Action by Directors

The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article(s) II and VI of the Articles of Incorporation and directing a meeting of the members, to be held on May 9, 1995, allowing such members to vote on the proposed amendment.

The resolution was adopted by: *(select appropriate paragraph)*

- a. Vote of the Board of Directors at a meeting held on May 2, 19 95, at which a quorum of such Board was present.
- b. Written consent executed on _____, 19 _____, and signed by all members of the Board of Directors.

SECTION 2: Action by members or delegates

The members or delegates of the corporation entitled to vote in respect to the Articles of Amendment adopted the proposed Amendment.

The proposed Amendment was adopted by: *(select appropriate paragraph)*

- a. Vote of such members or delegates during the meeting as called by the Board of Directors. The result of such vote is as follows:

MEMBERS OR DELEGATES ENTITLED TO VOTE:
 MEMBERS OR DELEGATES VOTED IN FAVOR:
 MEMBERS OR DELEGATES VOTED IN AGAINST:

| | TOTAL |
|----------------------------------------|-------|
| MEMBERS OR DELEGATES ENTITLED TO VOTE: | 14 |
| MEMBERS OR DELEGATES VOTED IN FAVOR: | 10 |
| MEMBERS OR DELEGATES VOTED IN AGAINST: | -0- |

- b. Written consent executed on _____, 19 _____, and signed by at least 80% of such members or delegates.


SECTION 3: Approval by Third Party

If the Corporation's Articles of Incorporation require an amendment to be approved in writing by a specified person other than the Board of Directors, the Corporation has obtained the Third Party's approval pursuant to IC 23-17-17-1.

SECTION 4: Compliance with legal requirements

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 Michael J. Mastrangelo, M.D. |
| Title of Officer Secretary-Treasurer | |

ARTICLE VI - DIRECTORS

Section 1. - Number of Directors: The initial Board of Directors is composed of six (6) members. The exact number of the Directors shall be prescribed from time to time in the Bylaws of the Corporation but in no event shall be less than three (3) Directors.

Section 2. - Names and Post Office Addresses of the initial Board of Directors are:

| | | | |
|------------------------|---------------------|----------------|-------|
| Paul Seitz | 4041 Spanish Trail | Fort Wayne, IN | 46815 |
| Winfield C. Moses, Jr. | City-Co. Building | Fort Wayne, IN | 46802 |
| C. David Silletto | 1300 S. Clinton St. | Fort Wayne, IN | 46802 |
| Paul Dickmeyer | 5009 Midlothian Dr. | Fort Wayne, IN | 46815 |
| Gerald G. Dehner | 1206 Clark Street | Fort Wayne, IN | 46808 |
| Donald L. Felten | 116 E. Berry St. | Fort Wayne, IN | 46802 |

Section 3. The majority of the Directors shall at all times also be Directors of the Fort Wayne Community Foundation, Inc.

Exhibit "A"

ARTICLE II - Purposes

The purposes for which the Corporation is formed are:

- (a) Exclusively for charitable and educational purposes, and no other, and including (but without limitation thereto) the making of grants to the Fort Wayne Community Foundation, Inc., but only if the specific purposes and any activities incident thereto are included in the general purposes set forth in this paragraph (a) and are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.
- (b) To solicit, receive, hold, invest, administer, allocate, use, distribute and dispose of its assets solely in furtherance of the purposes set forth in paragraph (a) above.
- (c) Solely in furtherance of the purposes set forth in paragraph (a) above, to have and to exercise all of the rights, powers and privileges which may now or hereafter be lawfully exercised under the Act hereinbefore referred to and all acts amendatory thereof or supplemental thereto.
- (d) Notwithstanding the foregoing provisions of this Article II:
 - (1) The Corporation shall not engage in any activities that result in the private profit of any of its members, directors, officers or employees or of any person who has given, devised, or bequeathed property to the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of any of its members, directors, officers or employees or of any person who has given, devised, or bequeathed property to the Corporation.
 - (2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
 - (3) The Corporation shall not, directly or indirectly, participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

INSTRUCTIONS.

Use 8½ x 11 Inch Paper for Inserts

Present 2 Executed Copies to Secretary of State, Room 155, State House, Indianapolis, Indiana 46204

The recording of a third executed copy with the County Recorder is no longer statutorily required.

FILING FEE is \$26.00

Corporate Form No. 364-1 (Sept. 1977)
Page One

**ARTICLES OF INCORPORATION
(Not for Profit)**

Prescribed by Edwin J. Simcox,
Secretary of State of Indiana

**ARTICLES OF INCORPORATION
OF**

..... FORT WAYNE CENTRAL IMPROVEMENT FOUNDATION, INC.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation is Fort Wayne Central Improvement Foundation, Inc.
(The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

**ARTICLE II
Purposes**

The purposes for which the Corporation is formed are:

(a) Exclusively for charitable and educational purposes, and no other, and including (but without limitation thereto) the following specific examples of such purposes:

- 1) To solicit contributions and grants for capital improvements in the general Fort Wayne area.
- 2) To make grants and loans for capital purposes to organizations which are or will be thereby enabled to operate in the central Fort Wayne, Indiana area.
- 3) To counsel with organizations desiring to make capital improvements in the central Fort Wayne area and to coordinate those efforts with governmental agencies and

NOTE: "Not-for-Profit" as applied to corporations means, "...any corporation which does not engage in any activities for the profit of its members and which is organized and conducts its affairs for the purposes other than the pecuniary gain of its members". (Indiana Code, 23-7-1.1-2[d])

to provide assistance as appropriate in obtaining any available grants for the purposes of such improvements.

- 4) To make grants and loans designated to provide employment opportunities for low and moderate income persons in the Fort Wayne area.
- 5) To loan its initial corpus to Fort Wayne Hotel Associates, Ltd., a limited partnership, all to facilitate employment opportunities for low and moderate income persons and to accommodate construction and operation of a Fort Wayne, Indiana meeting and convention facility, and to invest and make grants to and loans to other organizations from the interest and principal repayments of said loan to Fort Wayne Hotel Associates, Ltd.
- 6) Without being limited by or limiting the foregoing specific purposes, to make loans and grants within and to help carry out the purposes of Fort Wayne Foundation, Inc.

but only if the specific purposes and any activities incident thereto are included in the general purposes set forth in this paragraph (a), and are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and if the specific purposes are within the general purposes of Fort Wayne Foundation, Inc., located in Fort Wayne, Indiana.

(b) To solicit, receive, hold, invest, administer, allocate, use, distribute and dispose of its assets solely in furtherance of the purposes set forth in paragraph (a) above.

(c) Solely in furtherance of the purposes set forth in paragraph (a) above, to have and to exercise all of the rights, powers and privileges which may now or hereafter be lawfully exercised under the Act hereinbefore referred to and all acts amendatory thereof or supplemental thereto.

(d) Notwithstanding the foregoing provisions of this Article 2:

(1) The corporation shall not engage in any activities for the purpose or resulting in the private profit of any of its members, directors, officers, or employees or of any person who has given, devised, or bequeathed property to the Corporation, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or employee or of any person who has given, devised, or bequeathed property to the Corporation.

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

(3) The Corporation shall not directly or indirectly, participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE III
Period of Existence**

The period during which the Corporation shall continue isperpetual.....
(either "Perpetual", or, if limited, some definite period of time.)

**ARTICLE IV
Resident Agent and Principal Office**

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is Paul Clarke c/o Fort Wayne Foundation, Inc......
(Name)

215 West Washington Boulevard Fort Wayne, INDIANA 46802
(Number and Street or Building) (City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is

215 West Washington Boulevard Fort Wayne, INDIANA 46802
(Number and Street or Building) (City) (State) (Zip Code)

**ARTICLE V
Membership**

A minimum of three (3) persons shall have signed the membership list. (Directors or Trustees or Incorporators may be included in the Membership.)

Section 1. Classes (if any):

There shall be one class of members. The persons who from time to time serve as the directors of Fort Wayne Foundation, Inc. shall be the members of the Corporation.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes:

Section 3. Voting Rights of Classes:

NOTE: The Corporation shall confer upon every member a certificate signed by the President (or Vice-President) and Secretary (or Assistant Secretary), stating that he or she is a member of the Corporation.

ARTICLE VI
Directors

Section 1. Number of Directors: The initial Board of Directors is composed of ~~six~~ (6)..... members. If the exact number of Directors is not stated, the minimum number shall be ~~five~~ (5)....., and the maximum number shall be ~~twenty-five~~ (25). Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation; AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

Section 2. Names and Post Office Addresses of the initial Board of Directors are:

| Name | Number and Street or Building | City | State | Zip Code |
|-------------------|-------------------------------|-------------|---------|----------|
| Paul Seitz | 4041 Spanish Trail | Fort Wayne, | Indiana | 46815 |
| Helene Foellinger | 4415 Old Mill Road | Fort Wayne, | Indiana | 46807 |
| David Siletto | 1300 S. Clinton St. | Fort Wayne, | Indiana | 46802 |
| Paul Dickmeyer | 5009 Midlothian Dr. | Fort Wayne, | Indiana | 46815 |
| Maclyn T. Parker | 2200 Ft. Wayne Bank Bld. | Fort Wayne, | Indiana | 46802 |
| Donald L. Felten | 116 E. Berry Street | Fort Wayne, | Indiana | 46802 |

Section 3. The majority of the Directors shall at all times also be Directors of Fort Wayne Foundation, Inc.

ARTICLE VII
Incorporator(s)

Section 1. Names and Post Office Address(es) of the incorporator(s) of the Corporation is (are) as follows:

| Name | Number and Street or Building | City | State | Zip Code |
|-------------------|-------------------------------|-------------|---------|----------|
| Paul Clarke | 215 W. Washington Blvd. | Fort Wayne, | Indiana | 46802 |
| Paul Seitz | 4041 Spanish Trail | Fort Wayne, | Indiana | 46815 |
| Helene Foellinger | 4415 Old Mill Road | Fort Wayne, | Indiana | 46807 |
| David Siletto | 1300 S. Clinton Street | Fort Wayne, | Indiana | 46802 |

ARTICLE VIII
Statement of Property (If any)

A statement of the property, and an estimate of the value thereof, to be taken over by the Corporation at or upon its incorporation are as follows:

None.

ARTICLE IX
Provisions for Regulation and Conduct
Of the Affairs of Corporation
(Can be the "By Laws")

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, the directors or the members of any class or classes of members are as follows:

(a) The Corporation shall have the right to refuse a gift, devise, or bequest or the Board of Directors shall determine that any restriction, limitation, requirement or condition attached to such gift, devise or bequest is not in furtherance of the purposes of the Corporation.

(b) Upon the dissolution of the Corporation, but prior to the completion thereof and after the payment and satisfaction of all of its liabilities and obligations, all of the remaining assets owned or held by the Corporation shall be distributed to Fort Wayne Foundation, Inc., of Fort Wayne, Indiana, if it is then an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, but if it is not then an organization described in that Section, then all the remaining assets owned or held by the Corporation shall be used, distributed or disposed of only for one or more of the purposes set forth in paragraph (a) of Article 2 of these Articles of Incorporation but only if those purposes are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

(c) The dissolution of the Corporation shall occur immediately following the expiration of twenty years from the date of its incorporation, if it has not been accomplished earlier by the affirmative action of its Board of Directors and Members.

(b) The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the act hereinabove referred to and all acts amendatory thereof or supplemental thereto; and all rights, powers and privileges conferred hereby on the members, directors and officers and on donors or any of them, are hereby made subject to this reserve power; provided, however, that no amendment, alteration, change or repeal of any provision contained in these Articles of Incorporation shall permit the use of any of the assets of the Corporation for any purpose or by any means other than charitable or educational, and those within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954.

