



**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)**

State Form 4161 (R13 / 8-14) / Corporate Form No. 364-2 (May 1988)  
Approved by State Board of Accounts, 2014

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

- INSTRUCTIONS:**
1. Use 8 1/2" x 11" white paper for attachments.
  2. Present original and one copy to address in upper right corner of this form.
  3. Please TYPE or PRINT.
  4. Please visit our office on the web at [www.sos.in.gov](http://www.sos.in.gov).

Indiana Code 23-17-17-1 et seq.

**FILING FEE: \$30.00**

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*)

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:  
**Indiana Grantmakers Alliance, Inc.**

SECTION 2: The date of incorporation of the Corporation is (*month, day, year*):  
**November 27, 1990**

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:  
**Indiana Philanthropy Alliance, Inc.**

SECTION 4  
The exact text of Article(s) I-VII of the Articles of Incorporation is now as follows.

Attached hereto is a true copy of the Amended and Restated Articles of Incorporation of Indiana Philanthropy Alliance, Inc. (the "Corporation"), which were approved and adopted by the Corporation's Board of Directors as described in Article II of these Articles of Amendment.

SECTION 5  
The date of adoption of the amendment to the Article(s) I-VII was December 12, 20 14.

**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 December 12, 20 14, 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	N/A			
MEMBERS OR DELEGATES VOTED IN FAVOR	N/A			
MEMBERS OR DELEGATES VOTED AGAINST	N/A			

- 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.

Required if registered agent information was updated:

- By checking the box, the signator(s) represent(s) that the registered agent named in the application has consented to the appointment of the registered agent.

Signature of current Officer 	Printed name of Officer Marissa Manlove
Title of Officer President and CEO	

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
INDIANA PHILANTHROPY ALLIANCE, INC.**

The undersigned officer of the Indiana Philanthropy Alliance, Inc. (f/k/a Indiana Grantmakers Alliance, Inc., and Indiana Donors Alliance, 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”), 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 Indiana Philanthropy Alliance, Inc.

ARTICLE II

Purpose

This corporation is a public benefit corporation. The Corporation is organized as an association of foundations and corporations for charitable, literary, and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the “Code”). In carrying out its purposes the Corporation shall: 1) foster interaction among members of Indiana’s community of grantmakers; 2) enhance the quality and quantity of grantmaking in Indiana; 3) stimulate development of new foundations and corporate giving programs; 4) inform grantseekers about philanthropy in the state; and 5) bring public attention to the contributions and importance of philanthropy in Indiana.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in its Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Code section 501(h)), and the Corporation shall not 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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Code section 170(c)(2).

Upon 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 the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III  
Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV  
Registered Agent, Registered Office, Principal Office

Section 1. Registered Agent. At the time of adopting these Articles, the name and address of the Corporation's Registered Agent and Registered Office for service of process are:

Marissa Manlove  
32 East Washington Street, Suite 1100  
Indianapolis, Indiana 46204

Section 2. Principal Office. At the time of adopting these Articles, the post office address of the principal office of the Corporation is:

32 East Washington Street, Suite 1100  
Indianapolis, Indiana 46204

Section 3. Consent to Appointment. The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of registered agent.

ARTICLE V  
Membership

The Corporation shall have not have members as that term is defined by the Indiana Nonprofit Corporation Act of 1991. The Corporation may have organizations, supporters, or others who pay dues and may be referred to as members for other purposes; however, the terms and conditions of membership shall be as specified in the Corporation's Bylaws and/or as further defined from time to time by the Board of Directors.

ARTICLE VI  
Directors

The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation at a number no less than three. The directors of the Corporation shall be elected, designated, or appointed in the manner and for terms as specified or fixed in accordance with the Bylaws of the Corporation.

ARTICLE VII  
Regulation of Corporate Affairs

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

Section 1. Neither the Corporation nor its Board of Directors 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 2. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 3. No director of the Corporation shall be liable for any of its obligations.

Section 4. Meetings of the Board of Directors may be held either in the State of Indiana or elsewhere.

Section 5. Notwithstanding any other provision of these Articles, if for any taxable year the Corporation is deemed a “private foundation” described in Code section 509(a), the Corporation’s income for such taxable year shall be distributed at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942; in addition, at

any time the Corporation is deemed a “private foundation” described in Code section 509(a), the Corporation shall not:

5.1 Engage in any act of self-dealing as defined in Code section 4941(d);

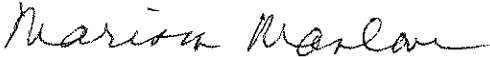
5.2 Retain any excess business holdings as defined in Code section 4943(c);

5.3 Make any investments in such manner as to subject the Corporation to tax under Code section 4944; or

5.4 Make any taxable expenditures as defined in Code section 4945(d).

The undersigned officer of the Corporation hereby presents these Articles to the Secretary of State of Indiana for filing, and states that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the previously existing articles of the Corporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 12th day of December, 2014.

  
\_\_\_\_\_  
Marissa Manlove, President and CEO

This instrument was prepared by Ben W. Blanton, Attorney at Law, Faegre Baker Daniels LLP, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.