



**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 Foundation, Inc.

SECTION 2: The date of incorporation of the Corporation is (*month, day, year*):  
July 17, 1992

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

SECTION 4  
The exact text of Article(s) I-X 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 Foundation, 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-X was December 5, 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 5, 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

*Marissa Manlove*

Printed name of Officer

Marissa Manlove

Title of Officer

President

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

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

ARTICLE II

Purposes

Section 1. This Corporation is a public benefit corporation that shall be organized and operated exclusively to benefit, perform, and carry out the charitable and educational purposes of Indiana Philanthropy Alliance, Inc. (the "Supported Organization").

Section 2. In carrying out such purposes, the Corporation may engage in all or some of the following activities:

- (a) providing technical, administrative, and financial support to the Supported Organization, its members, and other charitable, grant-making organizations in furtherance of the following purposes of the Supported Organization:

- (i) fostering interaction among members of Indiana's community of grantmakers;
  - (ii) enhancing the quality and quantity of grant-making in Indiana;
  - (iii) stimulating development of new foundations and corporate giving programs;
  - (iv) informing grant seekers about philanthropy in the State of Indiana; and
  - (v) bringing public attention to the contributions and importance of philanthropy in Indiana.
- (b) soliciting and accepting financial contributions from individuals, corporations, associations, foundations, and others to further the charitable and educational purposes of the Supported Organization.
- (c) supporting or furthering any other charitable purpose or activity that is from time to time an appropriate purpose or activity of the Supported Organization.

### ARTICLE III

#### Powers

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

Section 1. To continue as a corporation under its corporate name perpetually.

Section 2. To sue, be sued, complain, and defend in the Corporation's corporate name.

Section 3. To have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument.

Section 4. To make or amend bylaws not inconsistent with the Corporation's Articles of Incorporation or with Indiana law for managing the affairs of the Corporation.

Section 5. To purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.

Section 6. To sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of the Corporation's property.

Section 7. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.

Section 8. To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the Corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income.

Section 9. To lend money, invest and reinvest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under applicable law.

Section 10. To be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity.

Section 11. To conduct the Corporation's activities, locate offices, and exercise the powers granted to it inside or outside Indiana.

Section 12. To elect and appoint officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees, and agents.

Section 13. To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for the Corporation's current or former directors, officers, employees, and agents.

Section 14. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest.

Section 15. To carry on a business.



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

Section 2. Principal Office. At the time of the adoption of 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. The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of registered agent.

#### ARTICLE VI

##### Incorporators

The names and addresses of the original Incorporators of the Corporation were:

Mr. Douglas A. Bakken  
Executive Director  
Ball Brothers Foundation  
P.O. Box 1408  
222 South Mulberry  
Muncie, IN 47308

Mr. Jack R. Cole  
Executive Director  
The Portland Foundation  
411 North Meridian Street  
Portland, IN 47371

Mr. Carl D. Rolfsen  
Chairperson  
Foellinger Foundation, Inc.  
520 East Berry  
Fort Wayne, IN 46802-2405

Mr. Edward F. Sullivan  
Executive Director  
Heritage Fund of Bartholomew County  
P.O. Box 1547  
Columbus, IN 47202-1547

Ms. Adele J. Vincent  
Executive Director  
Cummins Engine Foundation  
Mail Code 60814  
P.O. Box 3005  
Columbus, IN 47202-3005

#### ARTICLE VII

##### Members

The Corporation shall have no members. The Corporation may, however, identify as "members" those individuals, corporations, associations, or other organizations that satisfy certain criteria established by the Board of Directors and that support the purposes and programs of the Corporation. Such "members" shall not be considered members for purposes of the Act and shall not be entitled to any vote on Corporation matters or to notice of, or attendance at, Corporation meetings.

#### ARTICLE VIII

##### Directors

Membership on the Corporation's Board of Directors shall be governed by these Articles and the Corporation's Bylaws. The exact number of directors of the Corporation shall be specified in or fixed in accordance with these Articles and 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, provided that at all times a majority of the Corporation's directors shall be persons appointed by the Supported Organization (or by representatives of the Supported Organization) or designated by their office or position with the Supported Organization.

#### ARTICLE IX

##### Original Board of Directors

The names and addresses of the members of the original Board of Directors were as follows:



Mr. Douglas A. Bakken  
Executive Director  
Ball Brothers Foundation  
P.O. Box 1408  
222 South Mulberry  
Muncie, IN 47308

Mr. Jack R. Cole  
Executive Director  
The Portland Foundation  
411 North Meridian Street  
Portland, IN 47371

Mr. Carl D. Rolfsen  
Chairperson  
Foellinger Foundation, Inc.  
520 East Berry  
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P.O. Box 1547  
Columbus, IN 47202-1547

Ms. Adele J. Vincent  
Executive Director  
Cummins Engine Foundation  
Mail Code 60814  
P.O. Box 3005  
Columbus, IN 47202-3005

## ARTICLE X

### Regulation of Corporate Affairs

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

Section 1. Neither the Board of Directors nor the Corporation shall have power or authority to do any act that will prevent the Corporation from being an organization described in Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

Section 2. None of the Corporation's net earnings shall inure to the benefit of any private individual.

Section 3. No director of the Corporation may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered.

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

Section 5. The Corporation shall not participate or intervene in (including the publishing or distributing of 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, the Bylaws of the Corporation, 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 7. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

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

Section 9. Meetings of the Board of Directors 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 Directors by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, and applicable law.

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

Section 12. Notwithstanding any other provision of these Articles, if for any taxable year the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall make

distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Section 4942 of the Code.

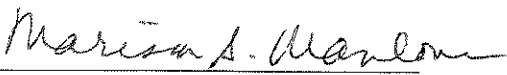
Section 13. Notwithstanding any other provision of these Articles, at any time the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall not:

- 13.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- 13.2. Retain any excess business holdings as defined in Section 4943(c) of the Code;
- 13.3. Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- 13.4. Make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 14. 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 the Supported Organization (but only if it is then an organization described in Section 501(c)(3) of the Code) or to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Section 501(c)(3) of the Code.

The undersigned officer of the Corporation hereby presents these Articles to the Secretary of State of the 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 5th day of December, 2014.

  
Marissa S. Manlove, President and CEO

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