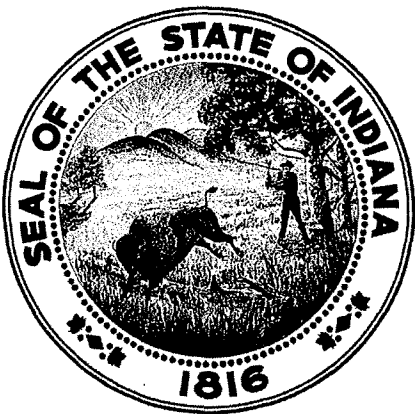


**State of Indiana
Office of the Secretary of State**

**Certificate of Restatement
of
UNITED WAY OF CENTRAL INDIANA INC**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Restatement of the above Domestic Nonprofit 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
Wednesday, August 31, 2016.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 02, 2016

Connie Lawson

Connie Lawson
SECRETARY OF STATE

194239-128 / 7390137

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
UNITED WAY OF CENTRAL INDIANA, INC.**

The undersigned officer of United Way of Central Indiana, Inc. (the "Corporation") existing pursuant to the Indiana Nonprofit Corporation Act of 1991 (the "Act") gives notice of the amendment to 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 amendments to the Articles of Incorporation is "United Way of Central Indiana, Inc."

Section 2. Date of Incorporation. The date of incorporation of the Corporation is February 25, 1957.

**ARTICLE II
TEXT OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The exact text of the entire Second 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").

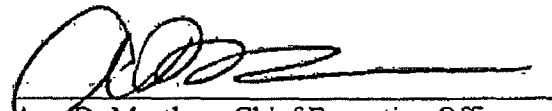
**ARTICLE III
MANNER AND DATE OF ADOPTION AND APPROVAL**

Section 1. Manner of Approval. The Corporation has no voting members. The Board of Directors of the Corporation duly adopted and approved the Amended and Restated Articles at a meeting of the Board of Directors held on May 25, 2016, at which a quorum of such Board was present.

Section 2. Compliance with Legal Requirements. The manner of the adoption of these Articles of Restatement and the Amended and Restated Articles and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act and the Articles of Incorporation and the Bylaws of the Corporation, each as amended.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true as of the date set forth below.

Dated this 29th day of August, 2016.


Ann D. Murtlow, Chief Executive Officer

INDIANA SECRETARY OF STATE
RECEIVED

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PM 3:09

EXHIBIT A

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNITED WAY OF CENTRAL INDIANA INC.**

ARTICLE I

Name and Classification of Corporation

Section 1. Name. The name of the Corporation shall be United Way of Central Indiana, Inc.

Section 2. Classification. The Corporation is a public benefit corporation.

ARTICLE II

Purposes and Powers

Section 1. In General. The purposes for which the Corporation is formed are to mobilize central Indiana through voluntary and cooperative efforts to meet human needs as follows:

- a. To raise funds in Indianapolis and other central Indiana communities for financing, in whole or in part, its programs and/or local, state and national health and human services organizations conducted for charitable purposes, by means of a unified campaign, with the object of reducing the duplication of effort and expense resulting from separate campaigns of such organizations;
- b. To assist contributors by providing a central means for directing their contribution to appropriate organizations and/or the programs of such organizations;
- c. To assist grantees in achieving/maintaining quality service;
- d. To define community service issues and problems for all voluntary agencies, the governmental sector and community groups in the field of health, welfare, recreation, aging, corrections, housing, and other human service areas, and, through citizens' study and planning, recommend and work for solutions in the public interest;
- e. To maintain sound research to assist in the carrying out of the community planning function, to provide the basic social, demographic and service data and consultation to voluntary agencies, the governmental sector and community groups;
- f. To provide a means whereby individuals and groups may consider and cooperate on community service matters of mutual concern, including the exchange of ideas and information among the several agencies and organizations, without exclusion, in the community;

- g. To promote the development of volunteer leaders and to promote voluntary action for the public good;
- h. To carry out the foregoing purposes in concert and cooperation with other agencies or organizations when deemed appropriate to do so; and
- i. To engage in such other charitable activities as are incidental or related to the foregoing purposes.

Section 2. Non-Profit Purposes.

- a. Said Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to 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).
- b. 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 payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. 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 section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any United States Internal Revenue Law).

Section 3. Powers. Except as otherwise expressly limited by the provisions of these Articles of Incorporation, the Corporation shall have, exercise and enjoy all of the general rights, privileges and powers granted to corporations organized under the Indiana Non-Profit Corporation Act of 1991 (the "Act"), as now or hereafter amended, and shall have, exercise and enjoy all rights, attributes and powers of corporations under the common law, subject to the limitations placed by the provisions of such Act.

ARTICLE III

Terms of Existence

The Corporation shall continue in existence in perpetuity.

ARTICLE IV

Principal Office

The post office address of the principal office of the Corporation is 3901 North Meridian Street, Indianapolis, Indiana 46208-4041.

ARTICLE V

Name of Resident Agent

The name of the resident agent of the Corporation is Ann D. Murtlow. The undersigned hereby represents that such registered agent has consented to her appointment as the registered agent of the Corporation.

ARTICLE VI

Address of Resident Agent

The post office address of the resident agent of the Corporation is 3901 North Meridian Street, Indianapolis, Indiana 46208-4041.

ARTICLE VII

Membership

The Corporation shall have no voting members. The Board of Directors may create such classes of non-voting members as the Board of Directors determines are appropriate.

ARTICLE VIII

Directors

Directors may be elected, appointed or designated as specified in the By-Laws of the Corporation. The number of directors shall be as specified in or fixed in accordance with the By-Laws of the Corporation; provided, however, that the minimum number of directors shall be three (3). The term of office of an elected Director shall be as specified in the By-Laws; provided, however, that the term of an elected Director shall not exceed five (5) years. Directors may be elected for successive terms. Terms of office of directors may be staggered as specified in the By-Laws.

ARTICLE IX

Provisions for the Regulation of the Affairs of the Corporation

Section 1. Indemnification.

- a. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:
- i. a member of the Board of Directors of the Corporation,
 - ii. an officer of the Corporation, or
 - iii. while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

- b. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee, or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws. The provisions of, and the rights and obligations created by, this Article shall not give rise or be deemed to give rise to "compensation for personal services" as described in IC 34-4-11.5-1 et. seq., as amended.

c. Definitions. For purposes of this Article:

- i. A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.
- ii. The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.
- iii. The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement, or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.
- iv. The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
- v. The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- vi. The term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 2. Power of Board of Directors. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation.

Section 3. Distribution of Assets on Dissolution. In the event of the complete liquidation, dissolution of the corporation, or the winding up of its affairs, 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 purposes 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such organization or

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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