

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WABASH COUNTY BUSINESS ALLIANCE, INC.

ARTICLE I

Name

The name of the corporation is Wabash County Business Alliance, Inc. (“Corporation”).

ARTICLE II

Purpose and Activities

The Corporation is a not-for-profit membership organization whose membership consists of individuals and organizations with a common business interest. The general purpose of the Corporation is to promote this common business interest. The Corporation’s activities are directed to the improvement of business conditions in Wabash County through the following activities:

- (a) promoting the general welfare of Wabash County citizens through economic development;
- (b) increasing the effectiveness of the parties involved in the practice of economic development in Wabash County by encouraging the cooperation and exchange of information;
- (c) acting as a unified force on matters affecting economic development by developing and nurturing key community partner relationships, including but not limited to, those between the private and public sectors;
- (d) monitoring legislative activities, and advocating on legislative issues germane to the common business interests of the Corporation’s members;
- (e) furthering the common business interests of the Corporation’s members through advocacy, education, and the provision of resources for business services and development;
- (f) advancing business and community growth, prosperity, and cultural diversity by promoting economic development programs, and programs of a civic, social, and cultural nature with Wabash County;
- (g) conducting economic development activities on a not-for-profit basis, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”); and
- (h) engaging in any other lawful activity for which not-for-profit corporations may be organized under Indiana Code 23-17 et al, provided that all such activities are permitted under Section 501(c)(6) of the Code.

ARTICLE III

Powers

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 the Act or by other law, the following rights, privileges and powers:

- (a) To continue as a corporation under its corporate name perpetually;
- (b) To sue and be sued in its corporate name;
- (c) To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible;
- (d) To borrow money and to issue, sell, or pledge its obligations and evidence of indebtedness, and to mortgage its property and franchises to secure the payment thereof;
- (e) To carry out its purposes in this state and elsewhere; to have one or more offices out of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, inside or outside this state;
- (f) To acquire, hold, own, and vote to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities or evidences of indebtedness or any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the Corporation;
- (g) To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation;
- (h) To indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, against expenses actually and reasonably incurred by him or her in connection with the defense of any civil action, suit, or proceeding in which he or she is made or threatened to be made a party by reason of being or having been a director or officer, except in relation to matters as to which he or she is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. However, this indemnification is not exclusive and does not limit the power of the Corporation or impair any other rights those indemnified may have under any provision of the Articles of Incorporation, the By-Laws of the Corporation, or any resolution or other authorization adopted, after notice, by a majority of the members voting at an annual meeting;
- (i) To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability;
- (j) To make By-Laws for the government and regulation of its affairs;
- (k) To cease its activities and to dissolve and surrender its corporate franchise;
- (l) To do all acts and things necessary, convenient, or expedient to accomplishing the purposes for which it is formed;
- (m) None of the Corporation's net earnings shall inure to the benefit of any member or individual, and no member or individual may receive any pecuniary benefit

from the Corporation except such reasonable compensation as may be allowed for services actually rendered and such payments and distributions which are in furtherance of exempt purposes of the Corporation.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Resident Agent and Principal Office

The name and address of the Corporation's Resident Agent for service of process is Stephen H. Downs, 99 West Canal Street, Wabash, IN 46992.

The post office address of the principal office of the Corporation is 202 South Wabash Street, Wabash, IN 46992.

ARTICLE VI

Membership

There shall be one class of membership consisting of any reputable individual person, association, corporation, company, partnership, non-profit organization, foundation, governmental agency or estate having an interest in the Corporation's purpose, and meeting the membership requirements shall be as set forth in the by-laws.

In all matters of the Corporation which require the vote of the membership, each member shall have one (1) vote.

ARTICLE VII

Conflict of Interest Policy

The board of directors shall adopt a conflict of interest policy which prohibits any member of director from entering into a transaction or arrangement that might benefit the private interest of the member or director.

ARTICLE VIII

Amendment to the Articles

Every amendment to these Articles shall first be proposed by the board of directors by the adoption of a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members entitled to vote at a regular or special meeting. If the proposed amendment is to be considered at an annual meeting, notice of the proposed amendment and that it will be considered shall accompany notice of the annual meeting. If the proposed amendment is to be considered at a special meeting, notice of the amendment and that it will be considered shall accompany notice of the meeting and be sent by mail (first class or e-mail) or personally delivered to members at least (10) days before the date of the special meeting.

ARTICLE IX

Distribution of Assets on Dissolution

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to or inure to the benefit of any member-investors but all such property

and proceeds shall, subject to to the discharge of valid obligations of the Corporation and to applicable provisions of law, be distributed as directed by the board of directors to or among any one or more corporations, trusts, community chests, funds or foundations described in Section 501(c)(3) or another organization qualified under 501(c)(6) of the Internal Revenue Code, or any successor provisions, upon a plan of dissolution, as shall be adopted by the board of directors, and approved by the members.

Adopted this ____ day of _____, 201__

Chairman

Secretary