

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
THE COMMUNITY FOUNDATION ALLIANCE, INC.**

The above corporation (hereinafter referred to as the “Corporation”) existing pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended, which Corporation was duly incorporated on the 28th day of February, 1991, as the Greater Evansville Community Foundation, Inc., previously amended its Articles of Incorporation on the 2nd day of December, 1991, to reflect the change of its name to The Community Foundation Alliance, Inc. and on March 3, 1997, September 29, 1999, and June 28, 2012, to reflect other changes to said Articles and desiring to give notice of corporate action effectuating amendment of its Articles of Incorporation, sets forth the following facts:

**ARTICLE I
AMENDMENTS**

Section 1: Amendment of the Articles.

The Articles of Incorporation shall read in full as amended as follows:

**ARTICLE I
NAME**

The name of the corporation is The Community Foundation Alliance, Inc.

**ARTICLE II
PURPOSES**

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) or the corresponding sections of any future federal tax 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 law, the following rights, privileges, and powers:

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

Section 2. To sue and be sued in its corporate name.

Section 3. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible.

Section 4. To borrow money and to issue, sell, or pledge its obligations and evidences of indebtedness, and to mortgage its property and assets to secure the payment thereof.

Section 5. To carry out its purposes in this state and elsewhere; to have one or more offices inside or outside 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 of this state.

Section 6. To acquire, hold, own and vote and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the Corporation.

Section 7. To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation.

Section 8. To solicit and/or accept donations or other transfers of any kind of property whatsoever, real, personal, or mixed, and to have the power to hold said property, manage said property, provided that the Corporation shall not have the power to accept or hold any property which would impair the tax-exempt status of the Corporation under the laws of the State of Indiana or in the provisions of the Code.

Section 9. To indemnify any person who is or was a director, advisor, or officer or former director, advisor, or officer of the Corporation, or any person who may have served at its request as a director, advisor, 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, civil or criminal, in which he or she is made or threatened to be made a party by reason of being or having been a director, advisor, 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 performance of duty of the Corporation; provided however, that such 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 these Articles of Incorporation, the By-Laws of the Corporation, or any resolution or other authorization adopted, after notice, by a majority of the directors voting at an annual meeting.

Section 10. To purchase and maintain insurance on behalf of any person who is or was a director, advisor, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, advisor, officer, employee, or agent of another corporation, partnership, joint venture, 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 under the provisions of these Articles of Incorporation.

Section 11. To make by-laws for the government and regulation of its affairs.

Section 12. To cease its activities and to dissolve and surrender its corporate franchise.

Section 13. To do all acts and things necessary, convenient, or expedient to carry out the purposes for which it is formed, including, without limitation, the making of gifts, donations, contributions, loans, and grants by the Corporation of all or any part of its income, assets, and property.

ARTICLE IV
PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name and address of the registered agent in charge of the Corporation's principal office is Jill Tullar, Community Foundation Alliance, Inc., 5000 E. Virginia Street, Suite 4, Evansville, Indiana 47715.

ARTICLE VI
MEMBERS

The Corporation shall have no Members, and the business of the Corporation shall be managed by a board of directors in accordance with these Articles.

ARTICLE VII
DIRECTORS

The exact number of directors of the Corporation shall be prescribed from time to time by the By-Laws of the Corporation at a number no greater than forty (40) and no smaller than twelve (12). Whenever the By-Laws do not prescribe the exact number of directors, the number shall be thirty-three (33).

ARTICLE VIII
REGULATION OF CORPORATE AFFAIRS

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

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 Article II hereof. 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 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 section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

Section 2. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Vanderburgh Superior Court, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete power and authority to manage, control, and conduct all the affairs of the Corporation.

Section 4. The Board of Directors is committed to exercise in the best interests of this Corporation the powers described in United States Treasury Regulations Section 1.170A-9(e)(11)(v)(B), (C) and (D) which by this reference are incorporated into and made a part of these Articles of Incorporation.

Section 5. The Board of Directors is committed to obtain information and to take other appropriate steps with a view to seeing that each participating custodian or agent of a fund in respect of this Corporation administers each restricted fund and the aggregate of unrestricted funds of this Corporation in accordance with the provisions of United States Treasury Regulations Section 1.170A-9(e)(11)(v)(F) which by this reference is incorporated into and made a part of these Articles of Incorporation.

Section 6. The Board of Directors shall have the power:

(a) to modify any restriction or condition of the distribution of funds for any specified charitable purposes or to specified organizations, if in their sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community and area served by this Corporation;

(b) to replace any participating custodian or agent for breach of fiduciary duty under the laws of the State of Indiana, and

(c) to replace any participating custodian or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).

Section 7. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in subparagraph (c) of Section 6 of this Article.

(a) there shall be excluded from such determination such assets as are held for the active conduct of this Corporation's exempt activities; and

(b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Corporation.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five (5) in number.

Section 8. If it appears that there may be grounds for exercising the power described in subparagraphs (b) or (c) of Section 6 of this Article with respect to any fund the Board of Directors shall notify the participating custodian or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Directors under subparagraphs (b) or (c) of Section 6 of this Article, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Indiana. The Board of Directors shall exercise a power described in this Article only upon the vote of the majority of the members of the Board of Directors.

Section 9. Upon the exercise of the power under subparagraphs (b) or (c) of Section 6 of this Article to replace any participating custodian or agent, the Board of Directors shall have the power to select a successor custodian or agent to whose custody the fund or funds held by the former custodian or agent shall be transferred.

Section 10. The power to make, alter, amend, and repeal the Corporation's By-Laws shall be vested in the Board of Directors of the Corporation.

Section 11. The Board of Directors may, by resolution adopted by a majority vote thereof pursuant to a provision of the By-Laws, designate four (4) or more directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution or in the By-Laws, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation.

Section 12. No director of the Corporation shall be liable for any of its obligations.

Section 13. (a) To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (i) if such director, officer or employee is

wholly successful with respect thereof, or, (ii) if not wholly successful, then if such director, officer or employee is determined, as provided in paragraph (e) of this Section 13, to have acted in good faith, in what he or she reasonably believed to be in the best interests of the Corporation, and, in addition, with respect to any criminal action or proceeding is determined to have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in this Section 13.

(b) As used in this Section 13, the terms “claim, action, suit or proceeding” shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative proceedings, or threat thereof, in which a director, officer or employee of the Corporation (or his or her heirs and personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director, officer or employee of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his or her acting or having acted in any capacity in a partnership, association or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(c) As used in this Section 13, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a director, officer or employee.

(d) As used in this Section 13, the term “wholly successful” shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

(e) Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (i) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being

hereinafter called the referee), shall deliver to the Corporation a written finding that such director, officer or employee has met the standards of conduct set forth in the preceding paragraph (a) and (ii) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

(f) The rights of indemnification provided in this Section 13 shall be in addition to any rights to which any director, officer or employee may otherwise be entitled. Regardless of the provisions of this Section 13, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the full extent permitted by the laws of the State of Indiana, whether on account of past or future transactions.

(g) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

ARTICLE II

MANNER OF ADOPTION AND VOTE

Section 1. The effective date of adoption of these Articles of Amendment of Articles of Incorporation shall be the date such Articles are received and accepted by the Indiana Secretary of State.

Section 2. A resolution approving the complete Articles of Incorporation of the Corporation was unanimously adopted in accordance with I.C. 23-17-17-5 at a meeting of the Directors held on October 22, 2008, at which a quorum of Directors were present.

Section 3. A resolution approving the complete Articles of Incorporation of the Corporation was unanimously adopted in accordance with I.C. 23-17-17-5 at a meeting of the Members held on October 22, 2008, at which a quorum of the Members were present.

**THE COMMUNITY FOUNDATION
ALLIANCE, INC.**

By: _____
Jill Tullar, Secretary