

APPENDIX 1

APPROVED
AND
FILED
JUL 7 - 1949
Charles F. Fleming
SECRETARY OF STATE
OF INDIANA

ARTICLES OF INCORPORATION

OF

KIWANIS FOUNDATION OF INDIANAPOLIS, INC.

The undersigned, being the incorporators, hereby associate ourselves together for the purpose of organizing a body corporate as a foundation in accordance with and pursuant to an act of the General Assembly of the State of Indiana entitled "An act concerning the organization of foundation and holding companies and prescribing their powers and duties" approved May 31, 1921, and all acts amendatory thereof and supplemental thereto, and for that purpose hereby make and adopt the following articles of incorporation, that is to say:

ARTICLE 1. NAME

The name of this corporation shall be "Kiwans Foundation of Indianapolis, Inc."

ARTICLE 2. DURATION OF EXISTENCE

The period during which it is to continue as a corporation is in perpetuity.

ARTICLE 3. PURPOSE OF ORGANIZATION

The objects and purposes for which this corporation is organized are as follows:

To promote charitable and educational purposes within the State of Indiana and to that end receive by gift, devise or bequest any money or property, absolutely or in trust, to be used and devoted, either the principal or the income therefrom, for the furtherance of any of the above-named purposes.

Consistent with the principles and ideals of Kiwanis International and of the Kiwanis Club of Indianapolis, it is not intended to compete with or displace any other private or public charitable agency in achieving the purposes herein mentioned but rather to supplement the generosity of others when needed and to seek and supply aid in circumstances where relief and aid is not afforded by others.

It is intended, through the agency of this corporation, to promote the ideal, well known in Kiwanis philosophy, of "We build," and at the same time to stimulate the desire of each member of the Kiwanis Club of Indianapolis by having a part in building.

ARTICLE 4. POWERS

This corporation shall have power--

- (a) To receive and accept by gift, devise or bequest absolute, and all kinds of property including but not limited to money, bonds, stocks, real estate and personal property or income therefrom with full power of control and disposition of the same consistent with the object and purposes hereinbefore set forth.
- (b) To receive and accept by gift, devise or bequest, money and property of every nature and description, or income therefrom, upon or in trust for educational and charitable purposes, upon such terms and conditions as may be fixed by the donor or testator, exercising all the powers given or granted by the donor or testator together with such other express or implied powers

as may be vested by it under the law and by the provisions of these articles.

- (c) To administer such property or funds together with the income therefrom, with full power of disposition and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by said corporation.
- (d) To appropriate and devote all funds, property and income entrusted to it by gifts, devises or bequests to the achievement of its objects and purposes as shall be ordered and directed by resolution of its Board of Directors and at the sole discretion of said Board of Directors.
- (e) To create trusts of and from unrestricted funds or property at its disposal and to fix the terms and conditions thereof.
- (f) To acquire, hold, own and dispose of all kinds of property including real estate, when useful or necessary in promoting educational and charitable purposes as herein contemplated.
- (g) To do such further and additional acts and things as may be necessary, incidental or convenient in the attainment of the purposes herein expressed and in the administration of its funds and property to achieve those purposes.
- (h) To exercise any right or privilege allowed or authorized by law not herein expressed or implied.

ARTICLE 5. BOARD OF DIRECTORS--MANNER OF ELECTION

The affairs and business of this corporation shall be managed by a Board of Directors consisting of nine (9) directors, all of whom shall be members in good standing of the Kiwanis Club of Indianapolis. Four (4) of said directors shall annually, by reason of their election to or retirement from office in the Kiwanis Club of Indianapolis, as the case may be, automatically become directors, ex officio, of this corporation as follows: to-wit:

The immediate past president or, in event of his demise, absence or disqualification, his next living predecessor in the line of past presidents of said Kiwanis Club. The president, the secretary and the treasurer of said Kiwanis Club, all of whom shall serve as directors of this corporation during their tenure in office as officers of said Kiwanis Club.

The remaining five (5) directors shall be elected from the membership of the Kiwanis Club of Indianapolis by the directors of said club in the following manner, to-wit:

There shall be elected by the Board of Directors of the Kiwanis Club of Indianapolis five (5) directors in addition to the ex officio directors above mentioned, to serve as directors of this corporation during five year terms, except that the first five directors designated herein shall serve for the following terms:

One director for the term of One (1) year,

One director for the term of Two (2) years,

One director for the term of Three (3) years,

One director for the term of Four (4) years,

One director for the term of Five (5) years.

Each year hereafter, at the annual meeting of the Board of Directors of the Kiwanis Club of Indianapolis, when officers of the Club are elected to serve for the ensuing year, one director shall be elected by said Board of Directors of said Kiwanis Club of Indianapolis to serve for the term of five (5) years and to succeed the director whose term of office as such is then currently expiring.

Directors shall hold office until their successors are duly elected as aforesaid and qualified.

All vacancies on the Board of Directors shall be filled upon the vote of the remaining members of the Board. All directors elected to fill such vacancies shall serve for the unexpired term of the director whose vacancy is thus filled.

ARTICLE 6. FIRST BOARD OF DIRECTORS

The first Board of Directors of said corporation who are to serve until the election of directors at the time specified in Article 5 are as follows:

W. Henry Roberts (One (1) year term)

W. H. Trimble (Two (2) year term)

Jackson A. Roney (Three (3) year term)

Albert J. Wohlgenuth (Four (4) year term)

C. C. Herdrich (Five (5) year term)

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1 - 50
1 - 51
1 - 52
1 - 53
1 - 54

ARTICLE 7. MEMBERSHIP

The active membership in this foundation shall, except as hereinafter provided, be limited to members in good standing of the Kiwanis Club of Indianapolis, including all classes of such membership.

Other classifications of membership may be established by resolution of the Board of Directors and may include members of other Kiwanis Clubs in good standing and non-members of Kiwanis.

Any member of the Kiwanis Club desiring to become a member of this foundation may do so by his written application on a form to be provided by the foundation and by the payment of a membership fee voluntarily stipulated by the applicant. It is intended that all funds and property entrusted to this foundation, whether from membership fee or gifts, shall be the result solely of the generosity of each individual and shall be measured solely by him.

ARTICLE 8. DISSOLUTION

If and when the Kiwanis Club of Indianapolis ceases to function as such, then the Board of Directors shall as soon as possible thereafter create a charitable trust or any number of charitable trusts upon the property and funds then at its disposal, prescribing the terms and conditions thereof as nearly as possible to promote the objects and purposes of this foundation, and in all respects such terms and conditions shall be in conformity with the intent and conditions imposed upon any special fund or property of the foundation by testators or donors. It is intended that the objects and purposes of this foundation, under the circumstances in this article mentioned, shall be carried out and continued through the agency of a qualified trustee or trustees under an express trust set up and created by the Board of Directors.

Such trust or trusts created under this Article shall be made subject to the supervision of any Court of Marion County, State of Indiana, having jurisdiction over trusts and likewise said trusts shall be subject to the laws of the State of Indiana relating to trusts.

Upon the disposal of the funds and property held by this foundation as in this Article provided, this corporation shall thereupon be dissolved in the manner and form provided for by the laws of the State of Indiana relating to this class of corporation.

ARTICLE 9. BY-LAWS, RULES AND REGULATIONS

The Board of Directors shall have the sole power to make, adopt, repeal and amend by-laws, rules and regulations regulating the management and operation of this foundation, including by-laws fixing the title and number of officers, manner of their election, the term during which they are to serve and to prescribe the duties and responsibilities of such officers. Said Board of Directors shall also have power by resolution to create such committees as may be deemed necessary and to define their duties and responsibilities.

ARTICLE 10. PROFITS AND INCOME

This foundation is not organized for pecuniary profit and no dividends or profits shall be paid out or distributed to its members. No salaries or other emolument shall be paid to the directors or officers of the corporation for performing their duties as such officers or directors.

ARTICLE 11. CORPORATE SEAL

The corporate seal of this foundation shall be a circular disk with the word "Seal" in the center thereof and the name of this corporation inscribed on the outer edge thereof.

ARTICLE 12. PRINCIPAL PLACE OF BUSINESS

The principal place of business and the general office of the corporation shall be in Marion County, State of Indiana.

ARTICLE 13. INCORPORATORS.

The names and post office addresses of the incorporators are as follows:

J. R. Fenstermaker
602 West McCarty Street
Indianapolis, Indiana

O. C. Herdrich
803 Electric Building
Indianapolis, Indiana

Robert J. Heuslein
37 East 9th Street
Indianapolis, Indiana

Grover A. Millett
209 Claypool Hotel
Indianapolis, Indiana

Jackson A. Raney
1200 East 42nd Street
Indianapolis, Indiana

W. Henry Roberts
4575 Millersville Road
Indianapolis, Indiana

J. R. Townsend
811 Board of Trade Building
Indianapolis, Indiana

W. H. Trimble
623 Chamber of Commerce Building
Indianapolis, Indiana

Albert J. Wohlgenuth
1142 North Meridian Street
Indianapolis, Indiana

IN WITNESS WHEREOF, the incorporators have hereunto subscribed their

names at the City of Indianapolis, Marion County, State of Indiana, this ____ day of June, 1949.

John R. Fenstermaker
John R. Fenstermaker

J. R. Raney
Jackson A. Raney

O. C. Herdrich
O. C. Herdrich

W. Henry Roberts
W. Henry Roberts

Robert J. Heuslein
Robert J. Heuslein

J. R. Townsend
J. R. Townsend

Grover A. Millett
Grover A. Millett

W. H. Trimble
W. H. Trimble

Albert J. Wohlgenuth
Albert J. Wohlgenuth

STATE OF INDIANA)
COUNTY OF MARION) SS:

Before me, the undersigned, a Notary Public in and for said County and State, appeared J. R. Fenstermaker, O. C. Herdrich, Robert J. Heuslein, Grover A. Millett, Jackson A. Raney, W. Henry Roberts, J. R. Townsend, W. H. Trimble, and Albert J. Wohlgenuth, who acknowledged the execution of the foregoing articles of incorporation to be their free and voluntary act.

WITNESS, my hand and Notarial Seal this 30th day of June, 1949.

Harry E. Jones
Notary Public

My Commission Expires:

Sept. 27, 1950