State of Indiana
Office of the Secretary of State

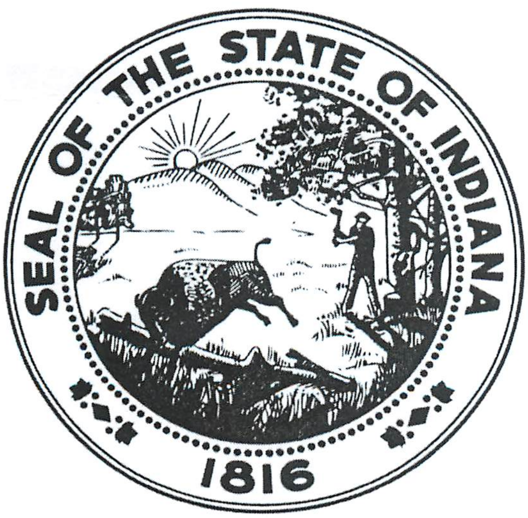
CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

KIWANIS FOUNDATION OF INDIANAPOLIS INC

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Amended and Restated Articles of the above Non-Profit Domestic 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

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, December 03, 2012.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 3, 2012.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIWANIS FOUNDATION OF INDIANAPOLIS, INC.**

The above corporation (the "**Corporation**"), existing pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, I.C. § 23-17-1, et seq., as amended (the "**Act**"), desiring to give notice of corporate action effecting the amendment and restatement of its Articles of Incorporation, sets forth the following facts:

ARTICLE I
AMENDMENTS

SECTION 1: The original date of incorporation of the Corporation is July 7, 1949.

SECTION 2: The name of the Corporation following this amendment and restatement is "Kiwanis Foundation of Indianapolis, Inc."

SECTION 3: The exact text of the Amended and Restated Articles of Incorporation is attached hereto and incorporated herein.

SECTION 4: The date of adoption of the amendment is October 8, 2012.

APPROVED
AND
FILED
Connie Lawson
IND. SECRETARY OF STATE

ARTICLE II
MANNER OF ADOPTION AND VOTE

SECTION 1: Vote of the Directors. At a meeting of the Board of Directors of the Corporation, which was held October 8, 2012 and at which a quorum was present, the attached Amended and Restated Articles of Incorporation were approved.

SECTION 2: Approval of Members Not Required. There are no voting members of the Corporation separate from the Board of Directors. The Amendment was approved by a sufficient number of the Board of Directors and separate approval of members was not required.

SECTION 3: Legal Compliance. 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 Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being one of the officers of the Corporation, executes these Articles of Amendment this 10 day of October, 2012.

J. Trent Cowles

J. Trent Cowles, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF KIWANIS FOUNDATION OF INDIANAPOLIS, INC.

These Amended and Restated Articles of Incorporation of Kiwanis Foundation of Indianapolis, Inc. (the "**Corporation**") supersede and take the place of previously existing Articles of Incorporation of the Corporation, as amended, in accordance with the Indiana Nonprofit Corporation Act of 1991, as amended (the "**Act**").

TEXT OF THE AMENDED AND RESTATED ARTICLES

As of the date of filing with the Indiana Secretary of State, the exact text of the entire *Articles* of Incorporation of the Corporation, as amended and restated, is as follows:

ARTICLE I
Name and Type of Corporation

Section 1.1. Name and Type. The name of the Corporation is Kiwanis Foundation of Indianapolis, Inc. The Corporation is a public benefit corporation.

Section 1.2. Principal Office. The principal office of the Corporation for the transaction of business is to be located within the County of Marion, State of Indiana.

ARTICLE II
Purposes and Powers

Section 2.1. Specific Purposes. The Corporation is formed for the purpose of:

(a) Assist needy persons, particularly young people; assist worthy youth in attaining vocational excellence, and aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and the regulations issued pursuant thereto, as amended (the "**Regulations**"), or the corresponding provisions of any subsequent federal tax laws;

(b) Build a better community through charitable giving and sponsorship of service projects that focus on youth in the Indianapolis, Indiana area;

(c) Promote and engage in activities that serve charitable, educational, and social welfare purposes in the State of Indiana;

(d) Transact any and all lawful business for which nonprofit corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for nonprofit purposes.

Section 2.2. Nonprofit Purposes.

(a) The Corporation is organized to operate exclusively for the purposes established in this Article II. Contributions received by the Corporation will either be used directly to satisfy these purposes or will be invested with the income generated therefrom used to carry out the Corporation's charitable purposes.

(b) Consistent with the principles and ideals of Kiwanis International, Inc. and the Kiwanis Club of Indianapolis, the Corporation 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 seek and supply aid in circumstances where relief and aid is not afforded by others.

(c) 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 the building.

(d) 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.

(e) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal Tax laws, or

(ii) By a corporation, contributions to which are deductible under Section 170(c)(1) or (2) or Section 2522(a)(1) or (2) of the Code, or corresponding provisions of any subsequent Federal tax laws.

Section 2.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 2.4. Limitation Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors or the persons in charge of liquidation shall, after paying or making provision for the payment of all the liabilities of the Corporation, grant, convey, assign and transfer the remaining assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to any of the following organizations:

(a) A state, territory, or possession of the United States, or any political subdivision of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes; or

(b) A corporation, trust, or community chest fund:

(i) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(ii) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, as shall at the time qualify as an exempt organization under Code Section 501(c)(3);

(iii) No part of the net earnings of which inures to the benefit of any private shareholder or individual;

(iv) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and

(v) The assets transferred shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (ii).

Any such assets not so disposed of shall be disposed of by the Judge of the applicable court in 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 tax exempt purposes.

ARTICLE III
Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
Registered Agent and Registered Office

The name and address of the Registered Agent and Registered Office are Brad B. Boyd, 320 North Meridian Street, Suite 1020, Indianapolis, Indiana, 46204.

ARTICLE V
Membership

The Corporation shall have no voting members separate from its Board of Directors, who shall be the sole voting members of the Corporation while serving on the Board of Directors of the Corporation.

ARTICLE VI
Directors/Directors

Section 6.1. Number of Directors. The number of Directors of the Corporation and their election shall be fixed or determined in the manner set forth in the Code of Bylaws of the Corporation, but in no event shall the number be less than five (5).

Section 6.2. Qualifications. Each Director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or as otherwise required by applicable law.

Section 6.3. Terms of Directors. Directors of the Corporation shall be elected for such terms as may be fixed by the Code of Bylaws of the Corporation and shall, if the Bylaws shall so provide, be divided into as many groups whose terms of office expire at different times as the Bylaws shall provide.

Section 6.4. Powers. The Board of Directors shall have full power to manage the affairs of the Corporation, including any and all power granted by the Act.

Section 6.5. Removal of Directors. Members of the Board of Directors of the Corporation may be removed only as in the manner set forth in the Bylaws of the Corporation.

Section 6.6. Meetings. Meetings of the Board of Directors of the Corporation shall be held as such places, either within or without the State of Indiana as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the Bylaws of the Corporation.

ARTICLE VII
Provisions for the Regulation and Conduct of the Affairs of the Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation or the Directors are as follows:

Section 8.1. Kiwanis International, Inc. Subject to the restrictions set forth in Section 2.2(e) above:

(a) The Corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International, Inc. now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable.

(b) The Corporation will comply with all such conditions and requirements as Kiwanis International, Inc. may prescribe.

(c) Whenever requested by the Board of Trustees of Kiwanis International, Inc., the Corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

(d) No amendments to the Articles of Incorporation or corporate Bylaws or change in the purpose of the Corporation shall be made without the consent of Kiwanis International, Inc.

Section 8.2. Indemnification.

(a) The Corporation shall indemnify any person as of right who is or was a Director, officer, employee, or agent of this Corporation, or is or was serving as a director, officer, employee, or agent of another corporation, partnership, or other enterprise at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a Director, officer, employee, or agent of the Corporation or of such other organization; provided, such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, in a manner which he had no reasonable cause to believe was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, suit, or proceeding, in a manner which he had reasonable cause to believe was unlawful.

(b) Any Director, officer or employee of the Corporation who has been successful as a party on the merits or otherwise in his defense of any claim, action, suit, or proceeding referred to in the first sentence of Section 8.2(a) shall be indemnified as of right against expenses (including attorneys' fees) reasonably incurred by him in connection therewith (except to the extent covered by insurance).

(c) Except as provided in Section 8.2(b) above, any indemnification under Section 8.2(a) shall be made by the Corporation only upon a determination that indemnification of the particular Director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 8.2(a). Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, by independent legal counsel (who may be regular counsel of the Corporation or other disinterested person(s), such counsel or person(s) being hereafter called the "referee") in a written opinion. 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 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.

(d) The indemnification provided by this Section 8.2 shall not be deemed exclusive of any other rights to which a Director, officer, employee, or agent may be entitled under any bylaw, resolution, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification provided by this Section 8.2 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

(e) This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who 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 such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section 8.2, together with expenses actually and reasonably incurred by him in connection with his defense thereof; provided that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty under this Section 8.2 to indemnify any such person to the extent such liability is covered by such insurance.

Section 8.3. Restriction Upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

Section 8.4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding such Director's participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote; provided, however, that such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 8.5. Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, officers, or other private individuals.

Section 8.6. Private Foundation. If at any time it is determined by the Internal Revenue Service that the Corporation is a private foundation within the meaning of Code Section 509(a) (or the corresponding provision of any future United States revenue law), the Corporation shall also be subject to the requirements set forth below in this Section.

(a) Distribution of Income. The Corporation shall distribute its income each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax law.

(b) Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent federal tax law.

(c) Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent federal tax laws.

(d) Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent federal tax laws.

(e) Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any subsequent federal tax law.

Section 8.6. Amendment of Articles of Incorporation. Subject to Subsection 8.1(d), the Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code, or such equivalent provision as may hereafter exist from time to time. Subject to Subsection 8.1(d), the power to make, alter or amend the Articles of Incorporation shall otherwise be vested in the Board of Directors.

Section 8.7. Bylaws. Subject to Subsection 8.1(d), the Board of Directors shall have the power to adopt and amend the Bylaws of the Corporation, which may contain other provisions consistent with the laws of the State of Indiana for the regulation and management of the affairs of the Corporation.

Section 8.8. Exempt Status. Notwithstanding any contrary provisions contained herein, the Board of Directors shall not have the power or authority to do any act that will prevent the Corporation from being an organization described in Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned hereby execute these Amended and Restated Articles of Incorporation as of this 10 day of October, 2012.

J. Trent Cowles, President