AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIWANIS CLUB 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 December 31, 1947.

SECTION 2: The name of the Corporation following this amendment and restatement is "Kiwanis Club 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 and restatement is December 31st, 2013.

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 on December ____, 2013, and at which a quorum was present, resolutions were duly adopted by the Board of Directors approving and proposing adoption of the attached Amended and Restated Articles of Incorporation.

SECTION 2: Approval of Members. The approval of the attached Amended and Restated Articles of Incorporation by the members was required, and such approval was obtained as follows:

Class Designation	Number of Members	Number of Votes Entitled to be Cast	Number of Votes Cast	Number of Votes Cast in Favor
Active	____	____	____	____
Senior	____	____	____	____
Family	____	____	____	____
Associate	____	____	____	____

The total number of undisputed votes cast for the attached Amended and Restated Articles of Incorporation by each class of members was sufficient for approval by that class of members.

SECTION 3: Legal Compliance. The manner of the adoption of the Articles of Amendment and Restatement 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 and Restatement this 31st day of December, 2013.

Steven R. Fero, President

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

These Amended and Restated Articles of Incorporation of Kiwanis Club 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 Club of Indianapolis, Inc. The Corporation is a mutual 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 purposes of:

(a) Promoting and furthering the objects of Kiwanis International, Inc., which are

i. To give primacy to the human and spiritual, rather than to the material values of life;

ii. To encourage the daily living of the Golden Rule in all human relationships;

iii. To promote the adoption and application of higher social, business and professional standards;

iv. To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship;

v. To provide, through this club, a practical means to form enduring friendships, to render altruistic service, and to build a better community; and

vi. To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

(b) Promoting and furthering the following objects:

i. To use the shared talents of the members to support physically and financially the children and youth within Indianapolis and its surrounding area;

ii. To provide moral direction, encouragement, and training to children and youth involved in service leadership clubs as established by Kiwanis International, Inc.;

iii. To establish worthwhile projects to encourage the members as well as children and youth to give back to the community;

iv. To provide networking opportunities for the members during regularly scheduled meetings and projects; and

v. To inform members through speakers and programs about topics of interest within the Central Indiana area.

(c) Transacting 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 be used directly to satisfy these purposes or will be invested with the income generated therefrom used to carry out these purposes.

(b) 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 by having a part in the building.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "**Code**") and the regulations issued pursuant thereto, as amended (the "**Regulations**") 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 or to any of the following organizations:

(a) Any other Kiwanis Club sanctioned by Kiwanis International, Inc. selected by the Board of Directors; or

(b) If the Board of Directors fails to select such a Kiwanis Club to receive such assets of the Corporation, to Kiwanis International, Inc. or to such other Kiwanis Club as may be designated by Kiwanis International, Inc.

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 tax exempt charitable or eleemosynary 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 of the Registered Agent and the address of the Registered Office of the Corporation are Brad B. Boyd, 320 North Meridian Street, Suite 1020, Indianapolis, Indiana, 46204.

ARTICLE V
Membership

The Corporation shall have members. The classes of membership and the qualifications, requirements, rights, privileges, benefits and responsibilities of each class of members shall be as set forth in the Code of Bylaw of the Corporation.

ARTICLE VI
Directors/Directors

Section 6.1. Number of Directors. The number of Directors of the Corporation and the provisions governing 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 powers granted by the Act.

Section 6.5. Removal of Directors. Members of the Board of Directors of the Corporation may be removed only 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(c) 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 and Policies 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. Amendment of Articles of Incorporation. Subject to Section 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)(4) of the Code, or such equivalent provision as may hereafter exist from time to time. Subject to Section 8.1(d), and to compliance with all requirements of law applicable to the Corporation, 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 Section 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)(4) 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 31st day of December, 2013.

Steven R. Fero, President