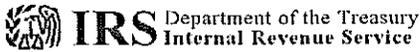


**Appendix #1_TMT IRS Determination
Letter, Certificate, and Bylaws**



Department of the Treasury
Internal Revenue Service

P.O. Box 2508
Cincinnati OH 45201

In reply refer to: 0248454921
Sep. 08, 2011 LTR 4168C E0
20-4560286 000000 00

00014023

BODC: TE

THE MIND TRUST INC
% DAVID E HARRIS
1630 N MERIDIAN ST STE 330
INDIANAPOLIS IN 46202-1429

Employer Identification Number: 20-4560286
Person to Contact: MS. EVANS
Toll Free Telephone Number: 1-877-829-5500

Dear TAXPAYER:

This is in response to your Aug. 29, 2011, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in MARCH 2007.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(3).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Please refer to our website www.irs.gov/eo for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

0248454921
Sep. 08, 2011 LTR 4168C E0
20-4560286 000000 00
00014024

THE MIND TRUST INC
% DAVID E HARRIS
1630 N MERIDIAN ST STE 330
INDIANAPOLIS IN 46202-1429

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,



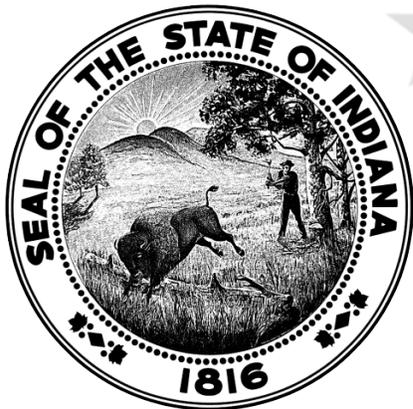
S. A. Martin, Operations Manager
Accounts Management Operations

State of Indiana
Office of the Secretary of State

Certificate of Amendment
of
THE MIND TRUST, INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Amendment of the above Domestic Nonprofit 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 Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective
Wednesday, November 13, 2019.



In Witness Whereof, I have caused to be affixed my
signature and the seal of the State of Indiana, at the City
of Indianapolis, November 15, 2019

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

2006032700792 / 8437437

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R19 / 6-19) / Corporate Form 364-2



Indiana Code 23-17-17-1 et. seq.
23-0.5-9-15

FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (hereinafter referred to as the "Corporation") desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

ARTICLE I – AMENDMENT(S)

SECTION 1: The name of the Corporation is:

The Mind Trust, Inc.

SECTION 2: The date of incorporation of the Corporation (month, day, year)

3/24/2006

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

The Mind Trust, Inc.

SECTION 4:

The exact text of Article(s) I-XI of the Articles of Incorporation is now as follows:

See attached Amended and Restated Articles of Incorporation.

SECTION 5:

The date of adoption of the amendment to the Article(s) I-XI was November 12, 20 19.

IN SEC OF STATE RCVD
NOV 13 '19 PM3:59



ARTICLE II – MANNER OF ADOPTION AND VOTE

SECTION 1: Action by the Board of Directors
 The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: *(Select one.)*

At a meeting held on November 12, 20 19, at which a quorum of such Board was present.

By written consent executed on _____, 20 _____, and signed by all members of such Board.

SECTION 2: Action by members
IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.
 Yes No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.
 Yes No *n/a*

IF APPROVAL OF MEMBERS WAS REQUIRED:

	TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
		1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE	n/a			
MEMBERS OR DELEGATES VOTED IN FAVOR				
MEMBERS OR DELEGATES VOTED AGAINST				

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 By-Laws of the Corporation.

ARTICLE III – REGISTERED AGENT INFORMATION

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to INBIZ.in.gov.

Provide either commercial registered agent or noncommercial registered agent information below.

Commercial registered agent Name of registered agent *(Do not provide address.)*

OR

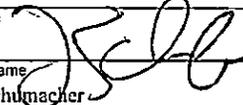
Noncommercial registered agent Name of registered agent
 Brandon Brown

Address *(number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)* City State ZIP code
 1630 North Meridian Street, Suite 450 Indianapolis IN 46202

(OPTIONAL) E-mail address of the registered agent at which the registered agent will accept electronic service of process
 bbrown@themindtrust.org

By checking the box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Amendment has consented to the appointment of Registered Agent.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature  Date of signature *(month, day, year)*
 11/12/2019

Printed name Title
 Jim Schumacher Chair

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF
THE MIND TRUST, INC.

The undersigned officer of The Mind Trust, Inc. (the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Amended and Restated Articles of Incorporation (the "Articles"), which supersede and take the place of the previously existing articles of the Corporation and all previous amendments thereto:

ARTICLE I

Name

The name of the Corporation is The Mind Trust, Inc.

ARTICLE II

Purposes

The Corporation is a public benefit corporation that shall be organized and operated exclusively to benefit, perform, and carry out the charitable, educational, and other exempt purposes of the following organizations (collectively, the "Supported Organizations"), as such purposes are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"):

- The New Teacher Project, Inc.
- University of Indianapolis

[]

A Supported Organization shall lose its status as such immediately upon ceasing to be an organization described in Code section 509(a)(1) or 509(a)(2) (or, in the case of a Supported Organization described in Code section 501(c)(6), immediately upon ceasing to satisfy the requirements set forth in Code section 509(a)(2)).

ARTICLE III

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that shall prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expense, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.



ARTICLE V

Registered Agent and Registered Office

Section 1. The name, address, and email address of the registered agent in charge of the Corporation's registered office at the time of adoption of these Articles are Brandon Brown, 1630 North Meridian Street, Suite 450, Indianapolis, Indiana 46202, and bbrown@themindtrust.org.

Section 2. The street address of the registered office of the Corporation at the time of adoption of these Articles is 1630 North Meridian Street, Suite 450, Indianapolis, Indiana 46202.

Section 3. The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of registered agent.

ARTICLE VI

Members

The Corporation shall not have members as that term is described in the Act. The Corporation may, upon resolution of the Board of Directors, designate as "members" certain individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designations shall carry no legal significance under the Act and shall not entitle such "members" to any vote on Corporation matters or to attendance at Corporation meetings.



ARTICLE VII

Directors

The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation at a number no smaller than three (3).

ARTICLE VIII

Appointment or Election of Directors

Each of the directors of the Corporation shall be appointed or elected in the manner provided in the Bylaws of the Corporation; provided, however, that at all times a majority of the directors of the Corporation shall be appointed by one of the Supported Organizations.

ARTICLE IX

No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

ARTICLE X

Regulation of Corporate Affairs

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

Section 1. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.



Section 2. Notwithstanding any other provision of these Articles of Incorporation, if at any time the Corporation is deemed a “private foundation” described in Code section 509(a), the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- (d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

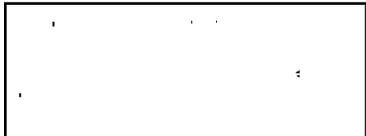
Section 4. The Corporation shall not participate or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct the affairs of the Corporation.

Section 6. The power to make, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

Section 7. No director of the Corporation shall be liable for any of the Corporation’s obligations.

Section 8. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.



Section 9. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation and Bylaws and applicable law.

Section 10. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

Section 11. Neither the Board of Directors nor the Corporation shall have power or authority to do any act that shall prevent the Corporation from being an organization described in Code section 501(c)(3).

ARTICLE XI

Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned officer of the Corporation hereby presents these Amended and Restated Articles of Incorporation to the Secretary of State of the State of Indiana for filing, representing beforehand to the Secretary of State and all persons whom it may concern that the manner of their adoption and the vote by which they were adopted constitute full compliance



with the provisions of applicable law, the previously existing articles of the Corporation, and the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 12th day of November, 2019.



Jim Schumacher, Chair

This instrument was prepared by Jacqueline Pimentel-Gannon, Attorney at Law, Faegre Baker Daniels LLP, 300 North Meridian Street, Suite 2500, Indianapolis, Indiana 46204.

AMENDED AND RESTATED

BYLAWS

OF

THE MIND TRUST, INC.

ARTICLE I

General

Section 1. Name. The name of the corporation is The Mind Trust, Inc. (the “Corporation”).

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE II

Board of Directors

Section 1. Directors. Subject to the provisions of the Corporation’s Amended and Restated Articles of Incorporation (the “Articles”) and these Bylaws, the affairs of the Corporation shall be managed and controlled by, and under the supervision of, the Board of Directors. The members of the Board of Directors shall number no less than three (3). Notwithstanding any other provision of these Bylaws, at all times a majority of the members of the Board of Directors shall be appointed by the Supported Organizations identified in the Articles.

. Each of the Supported Organizations identified in the Articles shall have the right to appoint one (1) or more members of the Board of Directors (each, an “Appointed Director”) for a term of two (2) years and until his or her successor is appointed and qualified. In addition to the Appointed Directors, one (1) or more at-large members of the Board of Directors (the

“Community Directors”) may be elected from time to time by the Board of Directors. At the regular or special meeting of the Board of Directors immediately preceding the expiration of the term of any Community Director, or at a special meeting, the directors of the Corporation may elect a new Community Director to replace a Community Director whose term will expire, or has expired, and each such new Community Director shall serve for a term of two (2) years, or such other period as prescribed by the directors at the time of such election, and until his or her successor is elected and qualified.

An Appointed Director or a Community Director may serve any number of consecutive or nonconsecutive terms.

In addition to the Appointed Directors and Community Directors of the Board of Directors, the Board of Directors may also designate non-voting members of the Board of Directors from time to time. The non-voting members shall be one of two types:

- (a) Honorary Board Members. Persons of significant community stature who are willing to show their support for the mission and goals of the Corporation may be designated by the Board of Directors as Honorary Board Members. These appointments shall be limited to persons with local or national name recognition who wish to support the Corporation by their influence, by donations or by creating opportunities for the Corporation, but whose personal participation as directors may be limited. Honorary Board Members shall be kept up to date about Corporation plans and activities. Honorary Board Members shall be invited to attend and participate in Board meetings; however, their attendance at meetings shall not be counted toward a quorum and they shall not vote on actions taken

by the Board of Directors at meetings. Honorary Board Members may serve any number of consecutive or nonconsecutive terms. Honorary Board Members may be removed, with or without cause, by a majority of the voting directors then in office.

- (b) Emeritus Board Members. The Board of Directors may also designate retiring, retired, or past members of the Board of Directors who have provided distinguished service to the Corporation over a sustained period of time as Emeritus Board Members. Emeritus Board Members shall be kept up to date about Corporation plans and activities. Emeritus Board Members shall be invited to attend and participate in Board meetings; however, their attendance at Board meetings shall not be counted toward a quorum and they shall not vote on actions taken by the Board of Directors at meetings. Emeritus Board Members may be removed, with or without cause, by a majority of the voting directors then in office.

Section 2. Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Board of Directors. Regular meetings

of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 4. Special Meetings. Notwithstanding the preceding Section 3 of this Article II, the Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days' notice, as described in Section 5 of this Article II, upon call by the Chair or by two (2) or more members of the Board of Directors. A special meeting shall be held at such date, time, and place inside the State of Indiana or elsewhere as specified in the call of the meeting.

Section 5. Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the special meeting.

Oral notice shall be effective when communicated. Written, electronic, or faxed notice, where applicable, shall be effective at the earliest of the following:

- (a) When received;
- (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified mail, as

evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 6. Waiver of Notice. Notice may be waived in a writing signed by the director entitled to notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and not vote for or assent to any action taken at the meeting.

Section 7. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a meeting by or (b) conduct a meeting through the use of any means of communication by which all directors or committee members may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and if such written consent is included in the minutes or filed with the Corporation's records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 8 shall have the effect of a meeting vote and may be described as such in any document.

Section 9. Resignation, Removal, and Vacancies. Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the Chair, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board of Directors, the Chair, or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

An Appointed Director may be removed, with or without cause, only by the Supported Organization that appointed him or her. A Community Director may be removed, with or without cause, by a majority of directors then in office.

Any vacancy on the Board of Directors created by the resignation or removal of an Appointed Director shall be filled by the Supported Organization that appointed the resigning or removed Appointed Director. Any vacancy on the Board of Directors created by the resignation or removal of a Community Director shall be filled by the Board of Directors.

ARTICLE III

Officers

Section 1. In General. The officers of the Corporation shall consist of a Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors and shall serve for two (2) years, or such other period as prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. An officer may, but need not, be a member of the Board of Directors. Any officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.

Section 2. Chair. The Chair shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementing policies established by the Board of Directors. The Chair shall perform such other duties as the Board of Directors may prescribe.

Section 3. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform such duties usual to the position of Secretary and such other duties as the Board of Directors or the Chair may prescribe.

Section 4. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the Chair, a statement of the financial condition of the Corporation and shall perform the duties usual to the position of Treasurer and such other duties as the Board of Directors or the Chair may prescribe.

Section 5. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the Chair may prescribe.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate two (2) or more directors of the

Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one (1) or more directors of the Corporation as non-voting members of the Executive Committee. Non-voting members of the Executive Committee shall not be counted toward a quorum for meetings of the Executive Committee. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and execute the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors and may, but need not, be voting members of such committees. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE V

President/CEO

The Board of Directors shall employ a President or CEO (who may be known by either title or such other title as the Board of Directors may determine) to be responsible for the day-to-day operation and management of the Corporation. The President or CEO shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Board of Directors may prescribe.

ARTICLE VI

Conflicts of Interest

Section 1. General Statement and Procedures. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

(a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

(b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.

(c) If a director, or a director's relative (the term "relative" includes spouses, siblings, in-laws, ancestors, and descendants, whether by whole or half-blood and/or any person that can be connected by blood or marriage), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose

that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

(e) The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, trustee, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Validity of Actions. The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VII

Indemnification

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent 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 (a) if such person is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined (as provided in Section 3 of this Article VII) to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the 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 person did not meet the standards of conduct set forth in this Article VII.

Section 2. Definitions.

(a) As used in this Article VII, the phrase "claim, action, suit, or proceeding" shall include any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the Corporation, any other corporation, or otherwise), whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director, officer, employee, or agent 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 corporation, partnership, joint venture, association, trust, 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.

(b) As used in this Article VII, 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 person.

(c) As used in this Article VII, 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 provided in this Article VII, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification under this Article VII (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal

counsel, which may be regular counsel of the Corporation or any other interested 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 person has met the standards of conduct set forth in Section 1 of this Article VII and (b) 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 that 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 that is within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VII shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VII, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. 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.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VII and insurance protecting the Corporation's directors, officers, employees, agents, or other persons.

ARTICLE VIII

Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE IX

Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation.