

ARTICLES OF INCORPORATION
OF
NOBLESVILLE SCHOOLS' EDUCATIONAL FOUNDATION, INC.

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971 (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is Noblesville Schools' Educational Foundation, Inc.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are:

Section 1. General. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time, or the corresponding provisions of any future United States revenue law, and exclusively for the benefit of, to perform the functions of, and to carry out the purposes of, The Board of School Trustees of Noblesville Schools, Hamilton County, Indiana. As thus limited, and subject to the further limitations contained in the Articles of Incorporation, they shall specifically include the following:

- (1) To receive and administer funds for such additional and charitable purposes as are related to and in support of educational activities, programs and facilities of the public schools operated by the Board of School Trustees of Noblesville Schools. The purpose of the Foundation is to supplement and enrich educational

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opportunities, not replace services provided from tax revenues. The Directors of the Corporation may provide financial and other assistance to teachers, administrators and students as the need may arise, which may include but not be limited to grants, scholarships, studies, programs, materials, capital assets, or equipment. An annual accounting shall be provided to the Board of School Trustees.

(2) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise either absolutely or in trust, for any of its purposes, any property, real, personal, tangible or intangible or any undivided interest therein without limitation as to the amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors of the Corporation, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-Laws of the Corporation, or any laws applicable thereto.

(3) To develop and promote an interest in educational stimulation of teaching and teaching methods;

(4) To provide educational opportunities for students and faculty;

(5) To investigate and provide avenues for learning opportunities in curricular, extra-curricular, programs and facilities operated by the Board of Education;

(6) To improve the quality of schooling according to recommendations in the Nation At Risk Report on Excellence in Education.

Section 2. Non-Profit Purpose. The Corporation is organized exclusively for the purposes set forth above, and its activities shall be conducted in such manner that the tax-exempt status of the Corporation under Section 501(c) (3) of the Internal Revenue Code, as amended from time to time, shall be maintained. No part of its net earnings, or its assets, shall inure to the benefit of any member, director or officer of the Corporation, or other private person, except that the Corporation, or other private

person, except that the Corporation shall be authorized and empowered to pay compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 1 hereof. The Corporation shall not engage in carrying on propaganda, or attempt in any other way to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE III

RESIDENT AGENT AND PRINCIPAL OFFICER

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is Jack G. Hittle, P.O. Box 10, Noblesville, IN 46060.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 1775 Field Drive, Noblesville, IN 46060.

ARTICLE IV

MEMBERSHIP

The membership of the Noblesville Schools Educational Foundation shall be composed of its Board of Directors.

The number of directors of this corporation shall not be less than fifteen nor more than thirty. A minimum of three (3) persons have signed the membership list.

Each member of the Board of Directors shall be entitled to one (1) vote.

ARTICLE V

DIRECTORS

Section 1. Number of Directors. The initial Board of Directors is composed of seventeen (17) members. The exact number of Directors of the Corporation shall be prescribed from time to time in the By-Laws of the Corporation; provided however, that at no time shall there be less than three (3) directors.

Section 2. Qualifications. All Directors of the Corporation shall be members of the Corporation.

Section 3. Names and Post Office Addresses of the Initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Loren Williams	1775 Field Drive Noblesville, IN 46060
Judy Cass	1408 Logan Street Noblesville, IN 46060
Dan Padgett	445 N. 10th Street Noblesville, IN 46060
Dave Fink	680 Sunset Drive Noblesville, IN 46060
John Ditslear	1339 Cicero Road Noblesville, IN 46060
Jerry Swinford	19610 Lavonnie Avenue Noblesville, IN 46060
Doug Church	307 N. 9th Street Noblesville, IN 46060
Bill DeLullo	233 Mill Farm Road Noblesville, IN 46060
Gary Hipes	1525 Central Avenue Noblesville, IN 46060

Bob Harvey	108 Fox Circle Noblesville, IN 46060
Marianne Jacobi	Promise Road Noblesville, IN 46060
Alan Oman	660 Westminster Drive Noblesville, IN 46060
Jack Ford	300 N. 17th Street Noblesville, IN 46060
Debbie Hipes	825 S. Harbour Drive Noblesville, IN 46060
Matt Cook	1120 N. 12th Street Noblesville, IN 46060
Bill Douthitt	203 Regent Court Noblesville, IN 46060
Chris Dickos.	109 Westminster Noblesville, IN 46060

ARTICLE VI

INCORPORATOR

The name and Post Office address of the incorporation of the Corporation is:

Jack G. Hittle, P.O. Box 10, Noblesville, IN 46060.

ARTICLE VII

STATEMENT OF PROPERTY

A statement of the property and an estimate of the value thereof to be taken over by the Corporation at or upon its incorporation is as follows: The sum of \$1.00 cash.

ARTICLE VIII

PROVISIONS FOR 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, the Directors or the members are as follows:

Section 1. By-Laws. The Board of Directors of the Corporation shall have the authority and power to adopt, make, alter, amend, or repeal the By-Laws of the Corporation. All general provisions for the regulation of the business and management of the affairs of the Corporation shall be stated in the By-Laws.

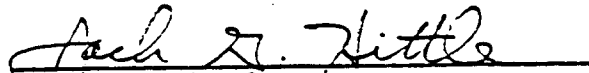
Section 2. Indemnification of Directors and Officers. The Corporation shall indemnify any director or officer of the Corporation, or former director or officer, against any expense actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation, except in relation to matters with respect to which he shall be adjudged to be liable for gross negligence or misconduct in the performance of his duties as such director or officer. The Corporation may also reimburse to any such director or officer the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the disinterested members of the Board of Directors, or by a majority vote of the members at a meeting duly called for that purpose, that it was in the best interests of the Corporation that such settlement be made and that such director or officer was not guilty of negligence or misconduct in the performance of his duties as such director or officer.

The undersigned, does hereby adopt these Articles of Incorporation, representing before hand to the Secretary of State of the State of Indiana and all persons whom it may concern, that a membership list or lists of the above named corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons

have signed such membership list.

IN WITNESS WHEREOF, I, the undersigned, do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated.

I affirm under the penalties for perjury the foregoing representations are true.



Jack G. Hittle,
Incorporator

Dated: June 29, _____, 1987

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

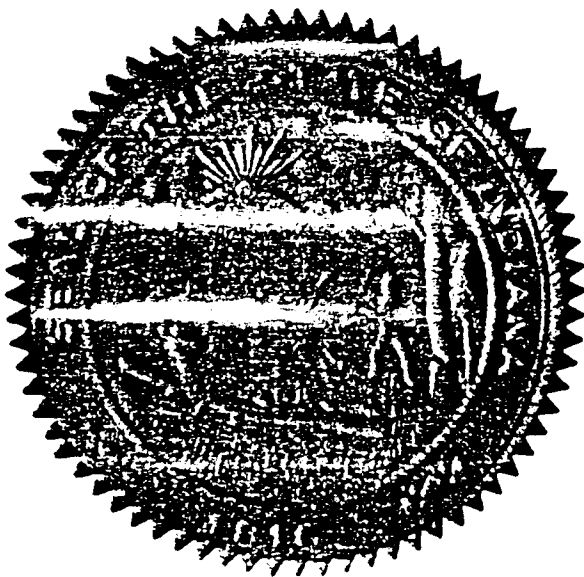
CERTIFICATE OF INCORPORATION

NOBLESVILLE SCHOOLS' EDUCATIONAL FOUNDATION, INC.

EVAN BAYH

I, ~~EDWARD J. STAMCOX~~, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above not-for-profit corporation, in the form prescribed by this Office, prepared and signed in duplicate by the Incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at this office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in this office; and that the remaining copy(ies) of such Articles bearing the endorsement of my approval and filing has (have) been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this

8th day of

July 19 87

Evan Bayh

~~EDWARD J. STAMCOX~~ Secretary of State
EVAN BAYH

By *Lawrence A. Davis* Deputy