

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**

**UNITED METHODIST FOUNDATION OF INDIANA, INC.**

The undersigned officer of the United Methodist Foundation of Indiana, Inc., formerly Indiana Foundation of the United Methodist Church, Inc. (referred to herein as 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**"), effective as of filing with the Indiana Secretary of State (the "**EFFECTIVE DATE**"), which supersede and take the place of the previously existing Articles of the Corporation and all provisions and amendments thereto.

**ARTICLE I**

**NAME**

The name of the Corporation is **UNITED METHODIST FOUNDATION OF INDIANA, INC.** The Corporation was originally incorporated October 14, 1922 under "an act concerning the organization of foundations" approved by the general assembly of the State of Indiana on March 19, 1921, was reorganized effective May 21, 1962 under "an act for the incorporation, organization and re-incorporation of churches, religious societies and religious organizations," approved March 3, 1943, and has elected to have the Act apply to this Corporation.

**ARTICLE II**

**PURPOSES AND POWERS**

**Section 1. Type of Corporation.** The Corporation is a public benefit corporation as defined in the Act. The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 2. Purposes.**

The Corporation is organized for the following religious, charitable and educational purposes:

- (a) To provide funds to assist in the charitable, education and religious purposes of The United Methodist Church, both in the Indiana Conference of The United Methodist Church and elsewhere, its churches, agencies, members and constituents, its evangelical, church building and development, social service, and educational programs, and philanthropic institutions, and in general, to support and promote the program, aims and purposes of The United Methodist Church,

including, without limitation, supporting other charitable organizations whose purposes are not adverse or objectionable to The Book of Discipline of The United Methodist Church, as from time to time amended or revised.

- (b) The Corporation may engage in lending and investment programs to be made available to churches, agencies, members and constituents of The United Methodist Church.
- (c) To solicit, receive and accept gifts, grants, devises or bequests of all kinds of property, including, but not limited to money, bonds, stocks, real estate and personal property, or the income therefrom, with full power of control and disposition of the same consistent with the purposes herein before set forth.
- (d) To receive and accept gifts, grants, devises or bequests of money and property of every nature and description, or the income therefrom, upon or in trust for educational, missional or other charitable purposes, and to exercise all the powers given or granted by the donor or testator thereof, together with such other express or implied powers as may be vested in it by law.
- (e) To administer all property or funds received by the Corporation, together with the income therefrom, with full power of investment, disposition and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by the Corporation.
- (f) To appropriate and devote all property, funds and income received by the Corporation for the achievement of its purposes in the manner ordered and directed by resolution of the Board of Directors, and in the sole discretion of the Board of Directors, except insofar as such discretion may be limited with respect to certain property, funds or income by the terms and conditions imposed on the use thereof by the donor or testator thereof.
- (g) To create trusts and to make gifts of and from unrestricted property or funds at the disposal of the Corporation and to fix the terms and conditions thereof.
- (h) To acquire, hold, own, lease, convey and dispose of all kinds of property, including real estate when and as the Board of Directors shall determine the purposes of the Corporation shall be served thereby, except insofar as the use of such property is restricted by the terms and conditions imposed thereon by the donor or testator thereof.

**Section 3. Powers.**

- (a) The Corporation shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are in furtherance of the purposes expressly provided for in Section 2 of this Article and as are in furtherance of activities permitted to be carried on by a corporation which is exempt from federal income tax under Section 501(c)(3) and contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.
- (b) Subject to any limitations or restrictions imposed by law, or these Articles, or any amendment thereto, the Corporation shall have the following general rights, privileges and powers:
- (1) Sue, be sued, complain, and defend in the Corporation's corporate name.
  - (2) Have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing, or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument.
  - (3) Purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire and own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
  - (4) Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Corporation's property.
  - (5) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interest in, or obligations of any entity.
  - (6) Make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the Corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income.
  - (7) Lend money, invest and reinvest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under IC 23-17-13-3.
  - (8) Be a partner, a member or an associate of any partnership, joint venture, trust, or other entity.

- (9) Conduct the Corporation's activities, locate offices, and exercise the powers granted by this article inside or outside Indiana.
- (10) Elect and appoint directors and officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees and agents.
- (11) May pay pensions and establish pension plans, pension trust, and other benefit and incentive plans for the Corporation's current employees and agents.
- (12) Make donations not inconsistent with law for religious, charitable or educational purposes and for other purposes that further the corporate interest.
- (13) Have and exercise powers of a trustee as permitted by law, including those set forth in IC 30-4-3-3.
- (14) Indemnify individuals for liabilities arising from actions as officers or directors to the extent permitted by Chapter 16 of the Act.
- (15) Purchase and maintain insurance on behalf of any individual who:
  - (A) Is or was a director, an officer, an employee, or an agent of the Corporation; or
  - (B) Is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity; against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this article.
- (16) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.
- (17) To cease its activities and to dissolve and surrender its corporate franchise; and
- (18) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed as permitted by the Act and not inconsistent with these Articles.

### ARTICLE III

## PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

## ARTICLE IV

### EFFECTIVE DATE

The effective date of these amended articles shall be effective upon filing with the Indiana Secretary of State.

## ARTICLE V

### REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the Registered Agent in charge of the Corporation's principal office is Gene E. Robbins, 209 S. Jackson Street, Frankfort, IN 46041-2410. The post office address of the principal office of the Corporation is 301 Pennsylvania Parkway, Suite 300, Indianapolis, IN 46280.

## ARTICLE VI

### MEMBERS

The Corporation shall not have members.

## ARTICLE VII

### DIRECTORS

**Section 1. Number of Directors.** The Board of Directors shall be composed of a minimum of fifteen (15) voting directors and a maximum of twenty-one (21) voting directors selected as set forth in Section 2 of this Article. The number of directors shall from time to time be fixed and determined by the Board.

**Section 2. Selection of Directors.** The Directors shall be selected by the Corporation's Board of Directors and confirmed by the Indiana Annual Conference of The United Methodist Church (hereinafter the "Annual Conference"). The Board of Directors shall consist of at-large voting directors and ex-officio voting directors as follows:

- 2.1 Twenty individuals, or such other number as the Board of Directors shall determine in accordance with Article VII, Section 1, to be nominated by the Executive Committee to the Board of Directors for consideration, of which up to 20% of the Directors may be clergy, and at least three-fifths of which must be members of a local United Methodist Church and/or members of an Annual Conference or the Council of Bishops of The

United Methodist Church. After the Board of Directors has selected the individuals to fill vacant director seats, they shall present a slate of directors to the Annual Conference for a confirmation vote. The Annual Conference shall vote to either confirm or not confirm the entire slate of directors. Upon confirmation of the slate of directors by the Annual Conference, which shall occur by a simple majority vote of the Annual Conference, the individuals listed on the slate of directors shall be considered duly elected members of the Board of Directors. In the event that the slate of directors so selected by the Board of Directors to serve as directors is not confirmed by the Annual Conference after a confirmation vote is held, the Board of Directors shall have the right to re-submit the slate of directors, or to submit an alternate slate of directors, to the Annual Conference for a confirmation vote. In the event that the Annual Conference fails to hold a confirmation vote on the slate of directors timely submitted to the Annual Conference by the Board of Directors, then the individuals listed on the slate of directors so submitted shall be deemed confirmed by the Annual Conference and such individuals shall be considered duly elected members of the Board of Directors.

- 2.2 The Bishop of the Indiana Area of The United Methodist Church or his or her designee, who shall be an ex-officio member of the Board with vote.
- 2.3 The President of the Corporation, who shall be an ex-officio member of the Board without vote.

Each Director shall meet the spirit of the qualifications of Para. 2551 of The Book of Discipline of The United Methodist Church, 2008 (as from time to time amended or revised). The initial members of the Board of Directors shall serve staggered terms of one, two and three years. The initial Directors shall be assigned to a term of one, two or three years on their selection by agreement among the Directors at the meeting in which the Board of Directors as constituted herein is elected for submission to the Annual Conference for confirmation. Thereafter, each Director shall serve for a term of three years following the date of election and until his or her successor shall have been elected, unless he or she dies or is sooner removed or resigns as pursuant to the Corporation's Bylaws. A Director may be elected to no more than three consecutive terms; after which service the Director may be reelected as a Director following at least a one year absence from the Board. Regardless of the foregoing, a Director serving an initial term of one year or less may be elected to three additional consecutive terms; after which service the Director may be reelected as a Director following as least a one year absence from the Board.

The first Board of Directors elected after the Effective Date of these Amended and Restated Articles of Incorporation shall be made up of interim members, and shall consist of directors who were prior to the Effective Date then serving on the Board of Directors of (a) this Corporation, (b) the North Indiana United Methodist Foundation, Inc., or (c) the United Methodist Foundation of South Indiana, Inc., with six Directors being selected

from each of these Boards of Directors, two Directors who may or may not be then serving on such Boards of Directors, and the ex officio directors specified in Article VII, Sections 2.2 and 2.3 above. Upon the occurrence of the first meeting of the Annual Conference held after the Effective Date, the names of the interim directors shall be submitted to the Annual Conference for a confirmation vote following the procedure set forth in Article VII, Section 2.1.

**Section 3. Quorum.**

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A Director participating in a meeting of the Board of Directors whereby all Directors participating in the meeting may simultaneously hear all other Directors during the meeting shall be deemed to be present in person.

**Section 4. Vacancies in the Board of Directors.**

Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, shall be filled by selection as specified in Article VII, Section 2, provided, however, that the Board of Directors may select an interim director to fill a vacancy if doing so is necessary to maintain the minimum number of directors required by these Articles of Incorporation; and provided further, that the Board of Directors shall submit the name of an individual for a confirmation vote of the Annual Conference to fill any seat held by an interim director at the next meeting of the Annual Conference, regardless of whether the term for that seat has expired or not.

**Section 5. Loans to Directors and Officers.**

The Corporation shall make no advancement for services to be performed in the future nor shall it make any loan of money or property to any individual then serving as a Director or Officer of the Corporation.

**Section 6. Removal of Directors.**

Except for the Bishop or his or her designee, members of the Board of Directors may be removed with or without cause, by a vote of a majority of the Directors at a meeting of the Directors called expressly for that purpose.

**ARTICLE VIII**

**PROVISIONS FOR REGULATION**

**AND CONDUCT OF THE AFFAIRS OF THE CORPORATION**

**Section 1. Prohibition of Distribution to Private Persons.**

No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 2 hereof.

**Section 2. Prohibition of Legislative and Political Activity.**

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 or in opposition to any candidate for public office.

**Section 3. Prohibition of Activities Not Permitted by Exempt Organizations.**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on; (a) by a Corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

**Section 4. Distribution of Property Upon the Voluntary or Involuntary Dissolution of the Corporation.**

Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of 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 purposes.

**Section 5. Code of Bylaws.**

The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal a Code of Bylaws providing for the internal regulation and conduct of the affairs of the

Corporation, provided that a number of directors equal to at least two-thirds of the number who would constitute a full Board of Directors at the time of such action vote affirmatively for such action, and provided further that any Bylaw providing for action inconsistent with the purposes and powers of the Corporation enumerated in Article II, Section 2 shall not be binding upon any officer, director or employee of the Corporation and shall not effect the continued validity of the remaining Bylaws.

**ARTICLE IX**

**AMENDMENTS TO ARTICLES**

The power to make, alter, amend or repeal these Articles shall be vested in the Board of Directors, provided that a number of directors equal to at least two-thirds of the number who would constitute a full Board of Directors at the time of such action vote affirmatively for such action.

The undersigned officer hereby presents these Articles to the Secretary of State of the State of Indiana for filing, representing beforehand to the Secretary of State and all persons who it may concern that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the previously existing Articles and Bylaws of the Corporation.

**IN WITNESS WHEREOF**, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true as of the effective date.

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

