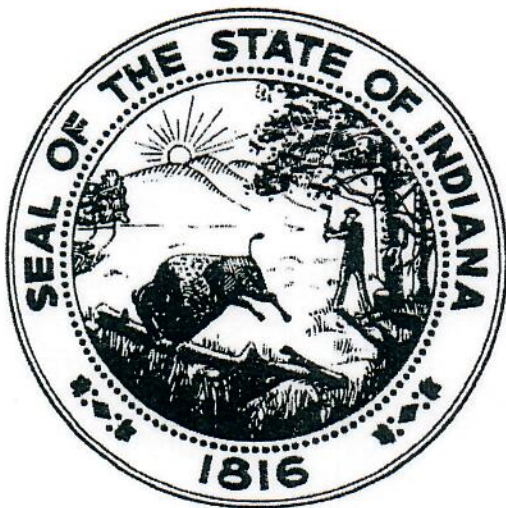


**State of Indiana
Office of the Secretary of State**

**ARTICLES OF INCORPORATION
of
ORANGE COUNTY COMMUNITY FOUNDATION, INC.**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, March 08, 2000.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 8, 2000.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

APPROVED
AND
FILED
NO RECORDS

**ARTICLES OF INCORPORATION
OF
ORANGE COUNTY COMMUNITY FOUNDATION, INC.**

The undersigned, Incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (the "Act"), hereby executes the following Articles of Incorporation:

**ARTICLE I.
Name**

The name of the Corporation is Orange County Community Foundation, Inc.

**ARTICLE II.
Purposes**

This Corporation is a public benefit corporation that shall be organized and operated at all times exclusively for religious, charitable, scientific, literary, educational and other purposes described in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provisions of any subsequent federal tax laws. In furtherance of such purposes, the Corporation shall engage in programs and activities benefitting primarily the residents of Orange County.

**ARTICLE III.
Powers**

Subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all the general rights, privileges, and powers conferred by law. Notwithstanding the foregoing statement, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

**ARTICLE IV.
Period of Existence**

The period during which the Corporation shall continue is perpetual.

**ARTICLE V.
Registered Agent and Office**

Section 1. The name and address of the initial registered agent in charge of the Corporation's registered office are: Stephen A. Ralston, 413 SW First Street, Paoli, IN 47454.

Section 2. The street address of the initial registered office of the Corporation is 413 SW First Street, Paoli, IN 47454.

ARTICLE VI.
Incorporator

The name and address of the Incorporator of the corporation are: Stephen A. Ralston, 413 SW First Street, Paoli, IN 47454.

ARTICLE VII.
Members

The Corporation shall have no members.

ARTICLE VIII.
Directors

Membership on the Corporation's Board of Directors shall be governed by these Articles of Incorporation and the Corporation's Bylaws. 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 greater than twenty (20) and no less than three (3).

ARTICLE IX.
Initial Board of Directors

The names and addresses of the Board of Directors of the Corporation as of the date of filing of these Articles of Incorporation are as follows:

CLASS ONE DIRECTORS

Mary Lea Brown
P.O. Box 184
Orleans, IN 47452

Steve Johnson
201 E. Martin Street
Orleans, IN 47452

Lee Johnson
5728 N. County Rd., 200 East
Orleans, IN 47452

Steve Ralston
P.O. Box 1911
Paoli, IN 47454

CLASS TWO DIRECTORS

Wendell Gooch
P.O. Box 190
Paoli, IN 47454

Therese Pryor
6538 W. County Rd., 857 South
French Lick, IN 47432

Janis Main
8074 W. James F. Bateman Drive
West Baden Springs, IN 47469

Janet Perry
P.O. Box 303
Paoli, IN 47454

Bill Teagarden
P.O. Box 232
Orleans, IN 47452

Bill Smith
P.O. Box 267
986 West Hospital
Paoli, IN 47454

CLASS THREE DIRECTORS

Larry Blanton
Court House
Paoli, IN 47454

Pat Clements
1342 East Indian Trail
Paoli, IN 47454

Jim Springer
9723 West State Highway 56
French Lick, IN 47432

Evie Shellenberger
2845 North Co. Rd., 100 S.
Paoli, IN 47454

Roger Fisher
501 Elm Street
Paoli, IN 47454

ARTICLE X.
Election of Directors

Section 1. The Board of Directors shall be divided into three (3) classes, each comprising as nearly as possible an equal number of directors. The initial Class One shall have five (5) members and shall be composed of the directors identified as Class One directors in Article IX. The initial Class Two shall have five (5) members and shall be composed of directors identified as Class Two directors in Article IX. The initial Class Three shall have five (5) members and shall be composed of directors identified as Class Three directors in Article IX.

Section 2. To stagger the terms of the directors, the terms of the initial Class One directors shall expire on the date of the first regular meeting of the Board held during the fiscal year beginning January 1, 2001, and the terms of the initial Class Two directors shall expire on the date of the first regular meeting of the Board held during the fiscal year beginning January 1, 2002, and the terms of the initial Class Three directors shall expire on the date of the first regular meeting of the Board held during the fiscal year beginning January 1, 2003. Commencing in 2001, and in each following year, the appropriate class of directors shall be elected by the directors at the first regular meeting of the Board held during each fiscal year, to fill both the vacancies in the class of directors whose terms expire that year and the vacancies in such class, if any, resulting from an increase in the total number of directors. Each director shall be elected by majority vote of the directors of the Corporation.

Section 3. Except as otherwise provided in Article X, Section 2, a director shall serve for a term of three (3) years. In addition, each initial and subsequent directors shall serve until his or her successor is elected and qualified.

Section 4. No person may serve as a director for a period exceeding ten (10) consecutive years. Upon completion of a continuous period of service as a director, no person may again serve as a director until expiration of a period consisting of the lesser of one (1) year or the number of consecutive years the person has immediately completed serving.

Section 5. When a vacancy occurs on the Board of Directors for any reason, other than an increase in the number of directors, the remaining directors shall elect a director to fill such vacancy and such director shall serve the balance of the unexpired term associated with the vacancy the director is filling and until his or her successor is elected and qualified.

Section 6. A director may be removed, with or without cause, by a majority of directors then in office.

ARTICLE XI. **No Private Inurement**

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

ARTICLE XII. **Regulation of Corporate Affairs**

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

Section 1. Except as otherwise permitted by section 501(h) of the Code or corresponding provisions of any subsequent federal tax laws, no substantial part of the activities of the Corporation shall be or consist of carrying on progaganda, or otherwise attempting to influence legislation.

Section 2. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. 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 all the affairs of the Corporation.

Section 4. The Board of Directors is committed to exercise in the beset interests of this Corporation the powers described in United States Treasury Regulations section 1.170A-9(e)(11)(v)(B),(C), and (D) which by this reference are incorporated into and made a part of these Articles of Incorporation.

Section 5. The Board of Directors is committed to obtain information and to take other appropriate steps with the view to seeing that each participating Trustee, custodian, or agent of a trust or fund in respect of this Corporation administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of this Corporation in accordance with the provisions of United States Treasury Regulations section 1.170A-9(e)(11)(v)(F) which by this reference is incorporated into and made a part of these Articles of Incorporation.

Section 6. The Board of Directors shall have the power:

(a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the Board's sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community and area served by this Corporation;

(b) to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Indiana; and

(c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this Corporation's needs for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).

Section 7. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in paragraph (c) of the preceding Section 6:

(a) there shall be excluded from such determination such assets as are held for the active conduct of this Corporation's exempt activities; and

(b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Corporation.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use o benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five (5) in number.

Section 8. If it appears that there may be grounds for exercising the power described in paragraphs (b) or (c) of Section 6 of this Article XII with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before

exercising the power granted to the Board of Directors under paragraphs (b) or (c) of Section 6 of this Article XII, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed. The Board of Directors shall exercise such a power only upon the vote of a simple majority of the members of the Board of Directors.

Section 9. Upon the exercise of the power under paragraphs (b) or (c) of Section 6 of this Article XII to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

Section 10. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 11. No director of the Corporation shall be liable for any of its obligations.

Section 12. Meetings of the Board of Directors may be held at any location, either inside or outside the State of Indiana.

Section 13. 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, Bylaws, and applicable law.

Section 14. 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.

ARTICLE XIII. **Dissolution of 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 section 501(c)(3) of the Code.

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of State of the State of Indiana for filing.

IN WITNESS WHEREOF, the undersigned incorporator, this 1 day of MARCH, 2000, hereby verifies, subject to penalties of perjury, that the facts contained herein are true.

Stephen A. Ralston
Incorporator

This instrument prepared by:
Robert L. Ralston
Attorney-at-Law
313 North Lincoln
P.O. Box 2601
Bloomington, IN 47402-2601
(812) 336-5913

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT

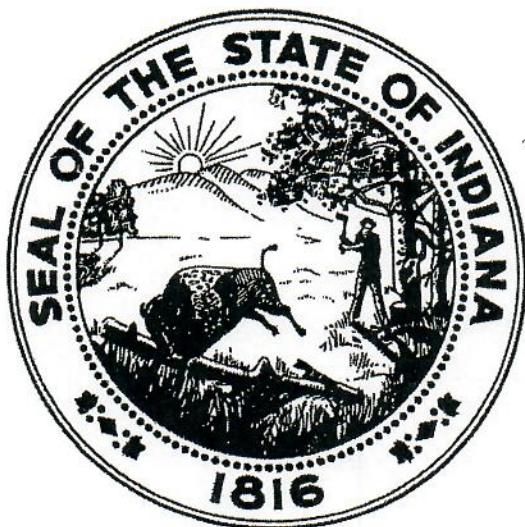
of

ORANGE COUNTY COMMUNITY FOUNDATION, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

*See Amendment
dated 11-21-19*

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, October 14, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, October 14, 2004.

Todd Rokita

TODD ROKITA,
SECRETARY OF STATE



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4181 (R10 / 1-03) / Corporate Form No. 384-2 (May 1988)
Approved by State Board of Accounts 1995

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-8576

RECEIVED
INDIANA SECRETARY
OF STATE

Indiana Code 23-17-17-1 et seq.
FILING FEE: \$30.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

2004 OCT 14 AM 7:35

APPROVED
AND
FILED
Todd Rokita
IND. SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

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:

This Corporation exists pursuant to: (check appropriate box)

- The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)
- Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

ARTICLE I - Amendment(s)

SECTION 1: The name of the Corporation is:
ORANGE COUNTY COMMUNITY FOUNDATION, INC.

SECTION 2: The date of incorporation of the Corporation is:
MARCH 8, 2000

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:
ORANGE COUNTY COMMUNITY FOUNDATION, INC.

SECTION 4
The exact text of Article(s) X, Election of Directors; Section 7 of the Articles of Incorporation is now as follows:

SEE ATTACHED.

SECTION 5
The date of adoption of the amendment to the Article(s) X, Section 7 was August 26, 2004

The Corporation desires for each member of its Board of Directors to equally represent all constituencies of Orange County. All members shall be elected by the Corporation, and shall be nominated as follows: one member each nominated by the Town Board of French Lick who resides within the Town of French Lick, by the Town Board of West Baden who resides within the Town of West Baden, by the Town Board of Paoli who resides within the Town of Paoli, by the Town Board of Orleans who resides within the Town of Orleans, by the School Board of the Paoli Community School Corporation who resides within the Paoli Community School Corporation district, by the School Board of the Orleans Community School Corporation who resides within the Orleans Community School Corporation district, and by the School Board of the Springs Valley School Corporation who resides within the Springs Valley School Corporation district. The Orange County Commissioners and the Orange County Council shall each nominate one member who resides within Orange County, provided that the nominees from the County Commissioners and the County Council do not both reside within the Springs Valley Community School Corporation district during the same term of office. The Corporation shall also select six members through its Nominating Committee, based on two additional members residing in each school corporation district.

INDIANA SECRETARY OF STATE

RECEIPT

Receipt Number : 1327459

Payment Entry Number : 284608

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204
(317) 232-6576

JERRY L. ULRICH
430 W. 1ST ST.
NEW ALBANY, IN 47150

Receipt Date: 10/15/2004

Receipt Status: Closed

The following details your transaction(s) with the Secretary of State's Office :

Payment Submitted:

Payor	Payment Type	Reference	Comment	Amount
JERRY L. ULRICH	Check/ MO	5117		\$30.00
Total Amount :				<u>\$30.00</u>

Transactions posted to this receipt:

Entity Name	Type of Filing	Amount
ORANGE COUNTY COMMUNITY FOUNDATION, INC.	Non-Profit Domestic Corporation : Articles of Amendment	\$30.00
Total Amount :		<u>\$30.00</u>

ARTICLE II - Manner of Adoption and Vote

SECTION 1: Action by 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 August 26, 2004, 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

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				
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.

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

Signature of Current Officer

Donald L. Renner

Printed name of Officer

DONALD L. RENNER

Title of Officer

PRESIDENT

**State of Indiana
Office of the Secretary of State**

**Certificate of Amendment
of**

ORANGE COUNTY COMMUNITY FOUNDATION, 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 Monday, November 25, 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 26, 2019

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

2000031300010 / 8445369

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

INDIANA SECRETARY OF STATE

RECEIPT

Receipt Number: 201911250973047 - 1197617

Receipt Date: 11/25/2019

Date Printed: 11/26/2019

LESLIE E. VIDRA
318 PEARL ST
New Albany, IN 47150

Re: Work Order No: 201911250973047
Work Order Status: Accepted
Submitter ID: 444847

The following details your transactions(s) with the Secretary of State's Office:

Payment Submitted:

Payor	Payment Type	Check/Ref No.	Amount
MCNEELY STEPHENSON	Check	109536	\$ 30.00
Total Amount:			\$ 30.00

Transactions posted to this receipt:

Item	Type of Filing	Comment	Amount
ORANGE COUNTY COMMUNITY FOUNDATION, INC.	Articles of Amendment		\$ 30.00
Total Amount:			\$ 30.00



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

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

Approved and Filed
2000031300010/8445369
Filing Date: 11/26/2019
Effective :11/25/2019 11:29
CONNIE LAWSON
Indiana Secretary of State

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:

Orange County Community Foundation, Inc.

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

March 8, 2000

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

Orange County Community Foundation, Inc.

SECTION 4:

The exact text of Article(s) X, Election of Directors of the Articles of Incorporation is now as follows:

Section 7. The Corporation desires for each member of its Board of Directors to equally represent all constituencies of Orange County. All members shall be elected by the Corporation and shall be nominated through its Nominating Committee as follows: five members each who reside within the Paoli Community School Corporation district, the Orleans Community School Corporation district, and the Springs Valley School Corporation district.

SEC OF STATE RCVD
NOV 25 '19 AM 11:29

SECTION 5:

The date of adoption of the amendment to the Article(s) X, Section 7 was November 21, 2019.

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 21, 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:

- Yes No
 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.

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				
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

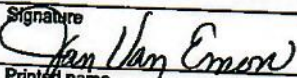
Noncommercial registered agent Name of registered agent
 Imojean Dedrick

Address (number and street) (A.P.O. Box is not acceptable unless accompanied by a Rural Route number.)
 1075 N. Sandy Hook Road, Suite #2 City Paoli State IN ZIP code 47454

(OPTIONAL) E-mail address of the registered agent at which the registered agent will accept electronic service of process

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)
 November 21, 2019

Printed name
 Jan VanEmon *Jan Van Emon*

Title
 President

AMENDMENT TO
ARTICLES OF INCORPORATION
of
ORANGE COUNTY COMMUNITY FOUNDATION, INC.

November 21, 2019

ARTICLE X
ELECTION OF DIRECTORS

Section 7. The Corporation desires for each member of its Board of Directors to equally represent all constituencies of Orange County. All members shall be elected by the Corporation and shall be nominated through its Nominating Committee as follows: five members each who reside within the Paoli Community School Corporation district, the Orleans Community School Corporation district, and the Springs Valley School Corporation district.

In all other respects, the original Articles of Incorporation of Orange County Community Foundation, Inc. remain in full force and effect, as adopted by the Incorporator on March 1, 2000, and ratified at a meeting of the Board of Directors on December 12, 2000.



Marsha Tellstrom
Secretary