

**ARTICLES OF INCORPORATION  
OF  
HISTORIC MERIDIAN PARK NEIGHBORHOOD ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation (the “Corporation”) pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), executes the following Articles of Incorporation:

**ARTICLE 1**

**NAME**

**Section 1.01.Name.** The name of this Corporation is the Historic Meridian Park Neighborhood Association, Inc.

**ARTICLE 2**

**PURPOSES AND POWERS**

**Section 2.01. Type of Corporation.** This Corporation is a public benefit corporation, as defined in the Act.

**Section 2.02. Specific Purposes.** The Corporation’s specific and primary purposes are exclusively charitable and educational and consist of any lawful activities including those that support the proprietary, environmental and quality of life issues of the Corporation. The Corporation shall fulfill these purposes by providing an open forum for discussion and active participation at regularly scheduled meetings.

**Section 2.03. Tax-Exempt Purposes.** The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as further limited and delineated below.

**Clause (a). Limitations.** Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States tax laws) (hereafter “Code”), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Clause (b). Limitations Upon Powers.** No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a member, director, officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced

by a member, director or officer to the Corporation. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in 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. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

**Section 2.04. Restrictions if the Corporation is or Becomes a Private**

**Foundation.** Notwithstanding anything contained in the Articles of Incorporation to the contrary, in the event and if for any reason the Corporation should fail to qualify as a “public foundation” and is classified as a “private foundation” as that term is defined in Section 509(a) of the Code, or is classified as a private “operating foundation” as that term is defined in Section 4942 of the Code, then in such event and in order to comply with Section 508(e) of the Code, and for so long as the Corporation may be deemed to be a “private foundation” or a private “operating foundation”, the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions and limitations:

(a) The Corporation shall cause its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Code;

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) The Corporation shall not make any investments in such manner as subject it to tax under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE 3**

**REGISTERED OFFICED AND REGISTERED AGENT**

**Section 3.01. Registered Office.** The street address of the initial registered office of the corporation is:

130 E. 30<sup>th</sup> Street  
Indianapolis, IN 46205

**Section 3.02. Registered Agent.** The name and address of the initial registered agent of the Corporation is:

Marsh Davis  
3133 North Pennsylvania Street  
Indianapolis, IN 46205

#### **ARTICLE 4**

##### **MEMBERS**

**Section 4.01. Membership.** The Corporation shall have members as further defined and described in the Code of By-Laws of the Corporation.

#### **ARTICLE 5**

##### **INCORPORATOR**

**Section 5.01. Name and Address of Incorporator.** The name and address of the incorporator are as follows:

Deborah S. Baker  
124 E. 32<sup>nd</sup> Street  
Indianapolis, IN 46205

#### **ARTICLE 6**

##### **PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF THE CORPORATION**

**Section 6.01. Management of Corporation.** The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

**Section 6.02. Code of By-Laws.** The Board of Directors of the Corporation shall have the power, without the assent of the members, to make, alter, amend or repeal the Code of By-Laws of the Corporation by majority vote of the full Board.

**Section 6.03. Limitation on Powers of Member and Board of Directors.** Notwithstanding any contrary provisions in these Articles, neither the members, the officers, nor the Board of Directors shall have the power or authority to take or authorize

any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Code.

**Section 6.04. Amendment of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code, or such equivalent provision as may hereafter exist from time to time.

## **ARTICLE 7**

### **DISSOLUTION**

**Section 7.01. Dissolution.** In the event of the dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of the transfer, is exempt from Federal income taxation under Section 501(c)(3) of the Code. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as the Court shall determine. No member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article 5, executes these Articles of Incorporation this 14<sup>th</sup> day of November, 1997.

Deborah S. Baker  
Incorporator