

CODE OF BY-LAWS
OF
INDIANAPOLIS CHINESE PERFORMING ARTS, INC (ICPAI)

(As Updated April 1, 2014)

ARTICLE I

Identification

Section 1.01. Name. The name of the Corporation shall be INDIANAPOLIS CHINESE PERFORMING ARTS, INC.

Section 1.02. Principal Office and Resident Agent. The Corporation shall have and continuously maintain a registered office, known as the “principal office”, in the State of Indiana. The Corporation may have offices at such other places within or without the State of Indiana as the Board of Directors may from time to time determine. The Corporation shall also have and continuously maintain a registered agent in the State of Indiana.

ARTICLE II

Purposes

Section 1. Type of Corporation. This Corporation is a public benefit corporation.

Section 2. Purposes. The purposes for which the Corporation is formed are exclusively civic and educational as follows:

- (a) To organize and prepare Chinese performing/fine arts and culture diversity related performance, exhibitions, fairs, shows, and activities in central Indiana area;
- (b) To promote traditional Chinese Taichi and related performing arts;
- (c) To introduce cross-cultural arts and shows to the public;
- (d) To promote the learning of the performing/fine arts by organizing classes and activities for all age groups;
- (e) To perform all other acts necessary or incidental to the above stated purposes which are authorized and permitted under the Act.

Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986, as

amended (“Code”), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Any other provision contained in these By-Laws notwithstanding, no part of the earnings of the Corporation shall inure to the benefit of any private shareholder or individual and no substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office. No solicitation of contributions to the Corporation shall be made and no gifts, bequests or devises to the Corporation shall be accepted upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose any exempt status which it may obtain excusing the Corporation from the payment of state or federal income taxes.

Notwithstanding any other provision of these By-Laws, if at any time or times the Corporation shall be a “private foundation” as defined in Section 509 of the Code, then, during such time or times, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to attacks on undistributed income imposed by Section 4942 of the Code; shall not engage in any act of self-dealing as defined in Section 4949(d) of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in such manner as to incur tax liability under Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these By-Laws, during any taxable year in which the Corporation has elected to have the provisions of Code Section 5601(h) in effect, the Corporation shall not make lobbying expenditures in such amounts as to incur tax liability under code Section 4911.

In the event of dissolution, the Corporation shall, after payment of all liabilities, distribute any remaining assets to an organization or organizations which, at the time, are exempt from taxation under Section 501(c)(3) of the Code.

Any reference herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provisions as are now or hereafter existing, amended, supplemented, or superseded, as the case may be.

ARTICLE III

Membership

Section 3.01. Qualification for Membership. Any individual or student who supports the purposes, goals, objectives and programs of the Corporation shall be eligible for Membership upon approval by a majority of the members of the Board of Directors of the Corporation. Members shall have only those rights and powers set out in these bylaws.

Section 3.02. Membership Classes. There shall be one class of Members of the Corporation.

Section 3.03. Membership Dues, Fees and Assessments. The Board of Directors of the Corporation shall establish a schedule of Membership dues to be paid for the next calendar year. Dues shall accrue and be payable to the Treasurer of the Corporation as of the commencement of each calendar year.

Section 3.04. Certificates. Upon request, the Corporation shall confer upon every Member, a certificate signed by the President (or Vice President) and Secretary (or Assistant Secretary), stating that such person or organization is a member of the Corporation.

Section 3.05. Duration of Membership; Resignation. Membership in the Corporation may terminate by voluntary withdrawal as herein provided, or as otherwise provided in the By-Laws of the Corporation. All rights and privileges of a Member in the Corporation shall cease on the termination of Membership. Any Member may voluntarily withdraw from Membership by giving written notice of such intention to the President. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors. Withdrawal of a Member shall be effective upon fulfillment of all obligations of such Member to the date of such meeting.

Section 3.06. Suspension and Termination of Membership. Any membership may be suspended or terminated, for cause. Sufficient cause for suspension or termination of Membership shall be violation of the By-Laws of the Corporation, nonpayment of dues, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation. Proceedings for suspension or expulsion of a Member may be instituted by a petition to the Board of Directors in writing signed by any ten (10) Members, or by the Board of Directors on its own motion. The affirmative vote of two-thirds (2/3rds) of the entire Membership of the Board of Directors shall be required in order for a Member to be suspended or expelled. A statement of the charges on which such action is based shall be mailed by registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Member shall have the opportunity to appear in person or by its representative and present any defense to such charges before action is taken thereon.

Notwithstanding the foregoing, any membership may be suspended or terminated without cause by a unanimous vote of the members of the Board of Directors then in office.

Section 3.07. Rights, Preferences, Limitations and Restrictions.

(a) All Members of the Corporation shall have the same rights, preferences, limitations and restrictions as the other Members. The rights of membership shall be limited to those rights,

preferences, limitations and restrictions as set out in these bylaws and as determined by the Board of Directors (b) Members of the Corporation shall have the right to make recommendations to the Board of Directors, to serve on Standing Committees as set out in Article VIII of these bylaws, to report to the Board of Directors and such other rights as determined by the Board of Directors.

(c) All Members must sign liability waivers and such other written commitments in the form and as prescribed by the Board of Directors.

(d) All Members must maintain an 80% attendance rate for program practices and performance events for which they have committed.

(e) Members may not copy or reproduce unique Corporation group programs or costume designs for other organizations without approval by the Corporation's Board of Directors.

(f) Members may not hold themselves out as representatives of the Corporation, nor perform Corporation programs without prior approval of the Corporation's Board of Directors or designated committee.

ARTICLE IV

Meetings of Members

Section 4.01. Annual Meetings. An annual meeting of the Members of the Corporation shall be held in the spring between the first of March and last day of May of each year, or at such other times after the close of each fiscal year of the Corporation as may be set by the Board of Directors. The purpose of the annual membership meeting shall be to make reports and recommendations to the Board of Directors and for the transaction of such other business as may come before the meeting. The annual meeting shall be held at such place within the State of Indiana as may be determined by the Board of Directors.

Section 4.02. Special Meetings. Special meetings of the Members of the Corporation may be called by the President, by a majority of the Members of the Board of Directors, or by written petition signed by at least one-tenth of all the voting Members of the Corporation.

Section 4.03. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the members, and, in the case of special meetings, the purpose for which any such meeting is called, shall be delivered or mailed by the Secretary of the Corporation, or by the officer or persons calling the meeting, to each Member of the Corporation at the address for such Member which appears on the records of the Corporation, at least fifteen (15) days before the date of such meeting.

Section 4.04. Waiver of Notice. Notice of any meeting may be waived in writing by any Member if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting, in person or by proxy, if the proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was not lawfully called or convened.

Section 4.05. Voting by Proxy. A representative of a Member may exercise his vote at any meeting of the members of the Corporation either in person or by proxy executed by him in writing. No proxy shall be valid after eleven months from the date of its execution unless a longer time is expressly provided therein.

Section 4.06. Quorum. The presence in person or by proxy of at least one-third of the voting Members of the Corporation shall be necessary to constitute a quorum for all purposes at any meeting of the Members of the Corporation, and the act of the majority of such voting Members present in person or by proxy and voting at any meeting at which there is a quorum shall be the act of the full Membership except as may be otherwise specifically provided by statute or by these By-Laws. Whether or not a quorum is present, any meeting may be adjourned by a majority of the Members present in person or by proxy and voting, without notice other than by announcement at the meeting, and without further notice to any absent Member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled.

ARTICLE V

Board of Directors

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. All corporate powers, including election and removal of members of the Board of Directors, shall be exercised by the Board of Directors, except as otherwise expressly provided by law or by the Certificate of Incorporation or by these By-Laws. The Directors shall act only as a Board and the individual Directors shall have no power as individuals unless such power is delegated to an individual by the Board of Directors and duly recorded in the minutes of such meeting during which the delegation is directed or made. Each member of the Board of Directors shall represent and uphold the interests of the Corporation as a whole and not any particular group, category of performing arts or membership group or committee.

Section 5.02. Number, Nominating Committee, Election and Terms of Office.

(a) The number of Directors of the Corporation, which shall not be fewer than three (3), but which shall have no maximum number, shall be determined in the first instance by the initial Board of Directors specified in the Articles of Incorporation of the

Corporation, and, thereafter, from time to time, by the Directors entitled to vote at any meeting.

(b) Each of the Directors who shall have completed his or her term shall leave office, once his or her successor in office shall have been elected and qualified, unless such Director shall himself or herself have been re-nominated and reelected for an additional term.

(c) The Board of Directors shall elect replacements for those Directors who shall have completed their terms. Candidates for election to the Corporation's Board of Directors shall be elected from a slate recommended to the Board of Directors by a nominating committee which shall be appointed annually by the Board of Directors for such purpose each year. The Board of Directors also may consider adding its own nominees to the slate recommended by the nominating committee based on recommendations of members of the Board of Directors and others. Following receipt of the recommendations of the nominating committee, members of the Board of Directors, and others, the Board of Directors shall vote, by majority vote on a nominee by nominee basis, whether or not to elect such nominees to the Board of Directors.

(d) Each Director, once elected, shall continue in office until the earliest to occur of such Director's (i) resignation, or (ii) removal from office, or (iii) the election and qualification of such Director's successor in office.

(e) A majority of the Directors so elected shall, at the annual meeting or at a special meeting called for that purpose, elect a Chairman from among their number who shall have such duties and powers as shall be set forth in these By-Laws.

Section 5.03. Classes and Terms of Office of Classes of Directors. At any time when the number of Directors shall be nine (9) or more, the Directors may be divided into three (3) classes, each of which shall be comprised of approximately one-third (1/3) of the total number of Directors of the Corporation. In such event, each Director shall be elected for a specified term which shall expire at an interval which shall enable approximately one-third (1/3) of the Director terms, and the terms of an entire Director class, to expire each year. Notwithstanding the foregoing, the standard term of office for members of each class of Directors shall be three (3) years, with the terms of all Directors of a class to be co-terminous, to the extent possible or practicable given the objective of having approximately one-third (1/3) of the directorships, constituting an entire class of Directors, standing for election each year. A person's immediate or other prior service on the Board of Directors shall not prevent such person from being re-nominated and re-elected to the Board of Directors.

Section 5.04. Vacancies. Any vacancy on the Board of Directors caused by the death, disqualification or resignation of one of the elected members of the Board of Directors may be filled by majority vote of the remaining members of the Board of Directors. Any Director thus selected shall hold office until the next annual meeting of the Directors of the Corporation and until his successor is elected and qualified. When a Director is removed or when the number of Directors is increased by an amendment to

this Code of By-Laws, the vacancy or vacancies thus created shall be filled by the vote of the Directors of the Corporation. Any Director thus elected shall hold office until the next annual meeting of the Directors of the Corporation and until his successor is elected and qualified. The number of honorary members of the Board of Directors shall at all times depend upon the number of individuals serving in the offices or positions to which such honorary Board membership is an incident. Accordingly, the elimination of an office or position to which such honorary membership is an incident, or a vacancy in any such office or position, or the death, disqualification or resignation of an incumbent of any such office or position, shall not be deemed to create a vacancy on the Board of Directors.

Section 5.05. Resignation and Removal of Directors. Any Director may resign at any time. A resignation shall be made in writing to the Board of Directors and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Board. The acceptance of a resignation shall not be necessary to make it effective. Any Director may be removed from office with cause by a vote of a majority of all the Directors, or without cause by a vote of two-thirds of all the Directors, at any meeting of the Directors called expressly for that purpose.

Section 5.06. Annual Meetings. The annual meeting of the Board of Directors shall be held during March of each year, or at such other time within six (6) months after the close of each fiscal year of the Corporation as may be set by the Board of Directors, for the purpose of reviewing reports from standing committees, considering recommendations from the members, electing Directors and for the transaction of such other business as may come before the meeting. The annual meeting shall be held at such place within or without the State of Indiana as may be determined by the Board of Directors.

Section 5.07. Regular Meetings. Other meetings of the Board of Directors may be held regularly pursuant to a resolution of the Board of Directors to such effect. No notice shall be necessary for any regular meeting.

Section 5.08. Special Meetings. Special meetings of the Board of Directors may be held upon call of the President or Secretary or at least two (2) the members of the Board. A written notice stating the time, place and general purpose of any special meeting shall be delivered or mailed to each Director by the Secretary of the Corporation, or by the officer or persons calling the meeting, at least two (2) days before the time of such meeting if the notice is delivered or e-mailed, at least five (5) mail delivery days before the date of such meeting if the notice is mailed. Notice of any special meeting may be waived in writing. Attendance at any special meeting shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was not lawfully called or convened.

Section 5.09. Quorum. The presence of a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of the Directors present and voting at any meeting at which a quorum

is present shall be the act of the Board of Directors unless the act of a greater number is required by law, by the Articles of Incorporation, or by this Code of By-Laws. For the purpose of filling vacancies on the Board of Directors as provided above, a majority of the Directors then in office shall constitute a quorum, and a majority vote of this quorum shall be required to elect a new Director or Directors. A Director shall be deemed to be present at a meeting for the purpose of constituting a quorum and transacting business thereat if, at the time of such meeting, he shall participate by telephone in the transaction of the business thereof and if such Director shall subsequently approve the minutes of such meeting by e-mail or signed written instrument.

Section 5.10. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, written consents setting forth the action to be so taken shall be signed by all members of the Board of Directors and such written consents shall be filed with the minutes of the proceedings of the Corporation.

Section 5.11. Participation by Conference Telephone or Internet Chat-Room. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by authorizing the use of any means of communication, such as a conference telephone, by which all Directors participating may simultaneously hear one another, or, in the case of participation via an Internet chat-room, a means by which all Directors may simultaneously view the written Internet communications of each. Actions taken at such electronic telephone or e-mail conferences shall be confirmed by written or e-mailed confirmations sent by mail or e-mail by all participating Directors to all other Directors, but such actions need not be unanimous provided that a quorum of Directors participated in the meeting by telephone or e-mail.

Section 5.13. Compensation. No Director or officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom in his capacity either as an officer or as a Director; provided, however, that nothing in these By-Laws shall prevent any Director or officer from receiving any reasonable direct or indirect salary, compensation or emolument for bona fide services rendered as an employee of or contractor with the Corporation.

Section 5.14. Honorary Board Members. The Board of Directors may elect any former member of the Board to the position of honorary board member. This position does not carry the right to vote or hold office on the Board, but does include all other privileges of members of the Board of Directors. This position shall be elected for a life-term, subject to removal as provided in Section 5.05 above.

ARTICLE VI

Board of Advisors

Section 6.01. Appointment. The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the Corporation. To the extent possible, persons appointed to the Board of Advisors should

be involved in international or community oriented activities, or have an ongoing relationship to international or community oriented activities. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.

Section 6.02. Purpose. It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the purposes and programs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purpose, in furtherance of its goals and objectives.

ARTICLE VII

Officers

Section 7.01. Number and Qualifications. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, if any, including one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as the Board of Directors may from time to time appoint. Any two or more offices may be held by the same person, except for the offices of President and Secretary.

Section 7.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting immediately following the election of the Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient at any special meeting of the Board of Directors. Any vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

Section 7.03. Removal. Any officer of the Corporation may be removed with or without cause by a vote of the majority of the Board of Directors then in office at any general or special meeting.

Section 7.04. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and conduct the activities and operations of the Corporation. He or she shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, in the name of the Corporation all contracts and documents authorized either generally or specifically by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. He or she shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 7.05. Vice President(s). The Vice President(s) shall have such powers and duties as may be assigned to him, her or them by the President or the Board of

Directors. In the absence of the President, the Vice President(s) shall, in general, perform the duties of the President, unless an Executive Director shall have been appointed and charged with the obligation of performing such duties.

Section 7.06. Secretary. The Secretary shall act as Secretary of all meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proper for that purpose. He or she shall attend to the giving and serving of all notices of the Corporation. He or she shall be custodian of the corporate records and of the seal, if any, of the Corporation, and shall see that should the Corporation elect to adopt a seal, such seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws. He or she shall perform all other duties customarily incident to the office of Secretary, subject to control of the Board of Directors, and shall perform such additional duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 7.07. Treasurer. The Treasurer shall have custody of all funds of the Corporation which may come into his or her hands. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, he or she shall render a statement of his or her accounts. He or she shall at all reasonable times exhibit his or her books and accounts to any officer or Director of the Corporation and shall perform all duties customarily incident to the position of Treasurer, subject to the control of the Board of Directors, and shall, when required, give security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 7.08. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or Board of Directors, including any of the duties customarily performed by the secretary or treasurer of a corporation.

Section 7.09. Executive Director. The Board of Directors may appoint an Executive Director to handle and carry out the day-to-day operations of the Corporation customarily handled and carried out by the President, subject to the control and supervision of the Board of Directors. He or she shall have all the powers of and shall be subject to all the restrictions upon the President. The Executive Director shall perform such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

ARTICLE VIII

Committees

Section 8.01. Executive Committee. The Executive Committee shall be comprised of all of the officers of the Corporation. The Executive Committee shall have charge of the general interests of the Corporation, and be vested with the power (i) to control and manage the affairs, funds and finances of the Corporation; (ii) to call regular and special meetings of the Directors of the Corporation; (iii) make nominations for election to the Executive Committee; (iv) to fill vacancies of the Board of Directors caused by death, resignation, or failure to elect such appointees to hold office until the next annual election; and (v) to do all lawful things which they may deem necessary or expedient to promote the business and interests of the Corporation; provided, however, that the Executive Committee shall not have the authority to alter or amend the By-Laws or change the membership of the Board of Directors. Meetings of the Executive Committee may be called at the discretion of the President, or by written request by a majority of the members of the Executive Committee.

Section 8.02. Standing Committees.

(a) The Board of Directors, by resolution adopted by a majority of all the Directors, may appoint standing committees. Such committee or committees shall be comprised of no fewer than one (1) member of the Board. The remaining members of the standing committee shall be Members in good standing of the Corporation. Each such committee, to the extent provided in said resolution, shall have and exercise all the authority of the Board of Directors in the management of the Corporation as to its assigned functions and as set out in the resolution. All actions by a standing committee shall be reported to the Board of Directors as the Board of Directors directs.

(b) Any member of a standing committee may be removed, with or without cause, and replaced by resolution adopted by a majority of the whole Board of Directors.

Section 8.03. Committees of Directors. In addition to the Executive Committee and the Standing Committees, the Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall be comprised of two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 8.04. Other Committees. Other committees not having exercise of the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President of the Corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 8.05. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 8.06. Committee Chairmen. The Board of Directors shall appoint one (1) member of each committee as chairman thereof.

Section 8.07. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.08. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.09. Rules. Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE IX

Contracts, Checks, Deposits and Funds

Section 9.01. Contracts. The Board of Directors may authorize any officer or officers, agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.02. Checks, Drafts, and the Like. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman of the Board of Directors or the President of the Corporation.

Section 9.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select

Section 9.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X

Office and Books

Section 10.01. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 10.02. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these By-Laws, and all minutes of the Board of Directors. The Board of Directors shall from time to time determine whether, and, if allowed, when and under what conditions and regulations the accounts and books of the Corporation (except such as may, by statute, be specifically open to inspection) or any of them shall be opened to the inspection of the Members, and the Members' rights in this respect shall be restricted and limited accordingly.

ARTICLE XI

Corporate Seal

The Corporation may, by resolution of the Board of Directors, adopt a corporate seal. Any seal of the Corporation so adopted shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of Indiana in the year 2005.

ARTICLE XII

Corporate Mottos and Marks

The Corporation may, by resolution of the Board of Directors, adopt such corporate logos, trademarks and names, and motto or mottoes, each and all of which may be in printed, embossed or otherwise impressed or displayed upon such of the Corporation's stationary, seals, emblems and other identifying literature and documents as the officers and directors of the Corporation may from time to time designate or elect.

ARTICLE XIII

Fiscal Year

The fiscal year of the Corporation shall coincide with the calendar year.

ARTICLE XIV

Indemnification

The Corporation shall, to the fullest extent now or hereafter permitted by law, consistent with the Articles of Incorporation of the Corporation, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate was an associate, Director, officer or other agent of the Corporation, or of any other organization served by him or her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XV

Investments

The property, assets and funds of the Corporation may, in furtherance of the purposes of the Corporation, be invested in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property or real estate as the Board of Directors may from time to time authorize and approve; provided, however, that no investment shall be made in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as the same may be amended from time to time, or under the corresponding provision of any future United States revenue law.

ARTICLE XVI

Amendments of By-Laws

These By-Laws or any one or more of the provisions thereof may be amended at any duly constituted meeting of the Board of Directors by majority vote of the whole Board of Directors.