ARTICLES OF INCORPORATION OF BLOOMINGTON URBAN ENTERPRISE ASSOCIATION, INC.

The undersigned incorporator(s), desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), hereby execute the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation is Bloomington Urban Enterprise Association, Inc.

ARTICLE II: PURPOSES AND POWERS

Section I. Type of Corporation.

This Corporation is a public benefit corporation.

Section 2. Purposes.

The Corporation shall be organized and operated exclusively for the following public purposes:

1. To perform and discharge the duties and functions of the urban enterprise association for the Bloomington, Indiana, enterprise zone (the "Zone"), pursuant to Indiana Code sections 4-4-6.1-1 through 4-4-6.1-8, as amended from time to time (the "Enterprise Zone Statute"). To this end, and to the extent permitted by Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") and described in Section 170(c)(2)(B) of the Code, the Corporation may, among other things: coordinate Zone development activities; serve as catalyst for Zone development; promote the Zone to outside groups and individuals; establish a formal line of communication with residents and businesses in the Zone; act as a liaison between residents, businesses, the City and the State Enterprise Zone Board (the "Board") for any development activity that may affect the Zone or Zone residents; and initiate and coordinate any community development activities that aid in the employment of Zone residents, improve the physical environment, or encourage the turnover or retention of capital in the Zone; and
2. Subject to and in furtherance of the purposes specified in the preceding section 2(a), to perform other activities for which non-profit Corporations are authorized under the Act.

Section 3. Powers.

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 1 of this Article and as are in furtherance of activities permitted to be carried on by a corporation exempt from Federal income tax under Section 50l(c)(3) of the Internal Revenue Code of 1986 and a corporation, 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). Subject to any limitations or restrictions imposed by law, or these Articles of Incorporation, or any amendment hereto, 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. Make and amend bylaws not inconsistent with the corporation's articles· of incorporation or with Indiana law for managing the affairs of the corporation.
4. 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 the property, wherever located.
5. Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the corporation's property.
6. 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 interests in, or obligations of any entity.
7. 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.
8. 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.
9. Be a promoter, a partner, a member, an associate, or a manager of any partnership, joint venture, trust, or other entity.
10. Conduct the corporation's activities, locate offices, and exercise the powers granted by this article inside or outside Indiana.
11. Elect directors, elect and appoint officers, and appoint employees and agents of the corporation, define the duties, and fix the compensation of directors, officers, employees, and agents.
12. Pay pensions and establish pension plans, pension, trust, and other benefit and incentive plans for the corporation's current or former directors, officers, employees, and agents.
13. Make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest.
14. Carry on a business.
15. Have and exercise the powers of a trustee as permitted by law, including those set forth in IC 30-4-3-3.

16. Purchase and maintain insurance on behalf of any individual who:
    16.1. Is or was a director, an officer, an employee, or an agent of the· corporation, or
    16.2. Is or was serving at the request of the corporation as a director, an officer, an employee, or an agent of any 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 the power to indemnify the individual against the same liability under this article.
17. Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation; and
18. To cease its activities and to dissolve and surrender its corporate franchise.

Section 4. Limitation of Activities.

1. The Corporation shall not possess the power to engage in any activities for the purpose of or resulting in the pecuniary remuneration of its officers or directors. This provision shall not prohibit the payment of fair and reasonable compensation to officers or directors for services actually rendered, provided that such services are in furtherance of the exempt purposes of the Corporation.
2. Notwithstanding any other provision of these Articles of Incorporation, 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.

ARTICLE III: PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV: REGISTERED AGENT AND REGISTERED OFFICE

Section 1. Registered Agent.

The name and address of the Resident Agent in charge of the Corporation's principal office is:

Thayr Richey
205 N. College, Suite 514
Bloomington, Indiana 47404.

Section 2. Registered Office.

The post office address of the principal office of the Corporation is:

c/o Strategic Development Group, Inc.
205 N. College, Suite 514
Bloomington, Indiana 47404.

ARTICLE V: MEMBERSHIP

The Corporation will not have members.

ARTICLE VI: DIRECTORS

Section 1. Appointment of Directors.

The Corporation shall have eleven (11) directors.

1. The directors of the Corporation shall be chosen as follows:
    - 1.1. The Governor of the State of Indiana shall appoint the following:
        - 1.1.1. One (1) state legislator whose district includes all or part of the Zone, who is not a voting member of the Corporation.
        - 1.1.2. One (1) representative of the state department of commerce, who is not a voting member of the Corporation.
    - 1.2. The executive of the municipality in which the Zone is located (i.e., the Mayor of Bloomington, Indiana) shall appoint the following:
        - 1.2.1. One (1) representative of the plan commission having jurisdiction over the Zone, if any exists
        - 1.2.2. One (1) representative of the City's department that performs planning or economic development functions.
        - 1.2.3. Two (2) representatives of businesses located in the Zone, one (1) of which shall be from a manufacturing concern, if any exists in the Zone.
        - 1.2.4. One (1) resident of the Zone.
    - 1.3. The Common Council of the City shall appoint, by majority vote, the following:
        - 1.3.1. One (1) member of the Common Council of the City, whose district includes all or part of the Zone.
        - 1.3.2. One (1) representative of a business located in the Zone.
        - 1.3.3. Two (2) residents of the Zone, who must not be members of the same political party.

Section 2. Terms.

Directors of the Corporation serve four (4) year terms. The appointing authority shall fill any vacancy for the balance of the vacated term.

Section 3. Removal of Directors.

Directors may be dismissed only by the appointing authority and only for just cause. "Just cause" shall include any change in the circumstances of a director that causes him or her no longer to meet the basis under LC. 4-4-6.1-4(a) for his or her appointment as a member of the Urban Enterprise Association.

Section 4. Voting.

Each director of the Corporation, except for the two (2) directors appointed by the Governor of the State of Indiana, shall be entitled to one vote on each issue to come before a meeting of the directors. The two (2) of such directors who serve by virtue of their appointment as members of the Corporation by the Governor of the State of Indiana shall not be entitled to vote on any issue to come before a meeting of the Board of Directors. Any reference to a vote of the Board of Directors, or similar language, in these Articles shall mean a vote of the nine (9) voting directors.

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 Director or Officer of the Corporation. However-, nothing in these Articles shall be construed as prohibiting a director from qualifying for or receiving benefits available to residents or owners and employees of businesses in the Zone, to the extent that the benefit is available to residents or owners and employees of businesses in the Zone who are not directors of the Corporation.

Section 6. Delegation of Power by Board of Directors.

The Board of Directors may designate a person to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The names and addresses of the voting members of the initial Board of Directors of the Corporation are as follows:

Bill Sturbaum
515 W. Third St.
Bloomington, Indiana 47403

Rick Zabriskie
Timbercraft Real Estate
748 S. Morton
Bloomington, Indiana 47403

Gib Apple
Thomson Consumer Electronics
1300 S. Rogers
Bloomington, Indiana 47403

Charlotte Barnard
1520 W. 7th St.
Bloomington, Indiana 47404

Chris Spiek
Redevelopment Director
City of Bloomington

220 E. Third St.
Bloomington, IN 47401

John Fernandez
736 E. Third St.
Bloomington, Indiana 47401

Dann Small
3601 E. Third St.
Bloomington, Indiana 47408

Brian Lappin
1401 S. Walnut St.
Bloomington, Indiana 47401

Claire Arbogast
626 W. 13th St.
Bloomington, Indiana 47404

ARTICLE VIII: INCORPORATOR

Section 1. Name and Address.

The name and address of the Incorporator of the Corporation are as follows:

Chris Spiek
Redevelopment Director
City of Bloomington
P. 0. Box 100 Bloomington, Indiana 47402

Claire Arbogast
626 W. 13th St.
Bloomington, Indiana 47404

ARTICLE IX: REGULATION OF CORPORATE AFFAIRS

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

Section I. Prohibition of Activities not Permitted by Exempt Organizations.

Neither the officers, agents, or employees of the Corporation nor the Board of Directors shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Section 50l(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), or from being an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 2. No Pecuniary Benefit to Officers or Directors.

No officer or director of the Corporation may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered. However, this section shall not prohibit an officer or director who lives and/or works in the Zone from receiving benefits that are generally available to residents or owners and employees of the businesses in the Zone.

Section 3. Directors' Power to Manage Corporation.

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. Directors' Power to Amend By-Laws.

The power to make, alter, amend, and repeal the Corporation's By-Laws shall be vested in the Board of Directors of the Corporation.

Section 5. Executive Committee.

Except as otherwise provided in the Enterprise Zone
Statute or other applicable law, the Board of Directors may, by resolution adopted by a majority vote thereof pursuant to a provision of the By-Laws, designate two or more members of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution or in the By-Laws, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation.

Section 6. Liability.

No officer or director of the Corporation shall be liable for any of its obligations.

Section 7. Meeting.

Meetings of the Board of Directors shall be held at any location.

Section 8. Dissolution.

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed;

1. exclusively for the charitable, scientific, educational, or public purposes of the Corporation to one or more. Other organizations which are organized and operated for purposes substantially the same as those of the Corporation, which have been selected by the Board of Directors, and which are described in Section 50l(c)(3) of the Code, or
2. to the federal government or to one or more state or local governments, as chosen by the Board of Directors, for public purposes.

Section 9. Indemnification.

1. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may ·be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding
    1.1.1. if such director, officer or employee is wholly successful with respect thereof, or
    1.1.2. If not wholly successful, then if such director, officer or employee is determined, as provided in paragraph (e) of this Section 9, to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation), and, in addition, with

respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that his or her conduct was unlawful). The termination of any claim, action, suit or proceeding, by judgment, order, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in this Section.

2. As used in this Section 9, the terms "claim, action, suit or proceeding" shall include any threatened, pending, or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, whether formal or informal, in which a director, officer or employee of the Corporation (or his or her heirs or personal representatives) may become involved, as a party or otherwise:
    - 2.1.1. By reason of his or her being or having been a director, officer or employee of the Corporation, or
    - 2.1.2. By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise where he or she served as such at the request of the Corporation, or
    - 2.1.3. By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time liability or expense shall have been incurred.
    - 2.1.4. As used in this Section 9, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf or, a director, officer or employee.
    - 2.1.5. As used in this Section 9 the term "wholly successful" shall mean
        - 2.1.5.1. termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him or her,
        - 2.1.5.2. approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or
        - 2.1.5.3. the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

3. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification
    - 3.1.1. if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being

hereinafter called the referee), shall deliver to the Corporation a written finding that such director, officer or employee has met the standards of conduct set forth in the preceding paragraph (a) and (ii) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

4. The rights of indemnification provided in this Section 9 shall be in addition to any rights to which any director, officer or employee may otherwise be entitled. Irrespective of the provisions of this Section 9, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the fullest extent permitted by applicable law (or, if not permitted, then to any extent not prohibited by such law), whether on account of past or future transactions.
5. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 10. Prior Written Consent to Corporate Actions.

Unless otherwise provided in the Enterprise Zone Statute or other applicable law, any action required or permitted to be taken at any meeting of the members, of the Board of Directors, or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members, all directors, or all committee members, as the case may be, and such written consent is filed with the minutes of proceedings of the members, board, or committee. The undersigned Incorporators hereby adopt these Articles of Incorporation. This 2nd day of April, 1992, and hereby verify and affirm subject to penalties of perjury that the facts set forth in this instrument are true.

Chris Spalk

Incorporator -

Claire S. Arbogast

Incorporator -

This instrument was prepared by Susan Failey, Attorney at Law, P. 0. Box 100, Bloomington, Indiana 47402.