

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INDIANA ASSOCIATION OF CHINESE AMERICANS, INC.**

**ARTICLE I
Name**

Section 1. Name. The name of the Association shall be **INDIANA ASSOCIATION OF CHINESE AMERICANS, INC.**

Section 2. Abbreviation of Name. The abbreviation of the name of this Association is **IACA.**

**ARTICLE II
Type, Purposes and Powers**

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

Section 2. Purposes. The purposes for which the Association is formed are exclusively civic and educational, and such purposes are for the Association, itself, and in cooperation with other organizations dedicated to the benefit of the public of Indiana and the United States:

- (a) To foster constructive citizenship on the part of all Chinese Americans in the greater area of Indianapolis, Indiana; and
- (b) To promote unity and strength of the United States of America by cultivating understanding and appreciation of the Chinese and other cultural heritages; and
- (c) To encourage the enrichment of the society at large with more Chinese American contribution; and
- (d) To assist in the improvement of the general well-being of Chinese Americans in the greater area of Indianapolis and in the United States of America; and
- (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 Articles, the Association 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 Articles notwithstanding, no part of the earnings of the Association 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 Association participate in or intervene in any political campaign on behalf of any candidate for public office. No solicitation of contributions to the Association shall be made and no gifts, bequests or devises to the Association shall be accepted upon any condition or limitation which, in the opinion of the Association, may cause the Association to lose any exempt status which it may obtain excusing the Association from the payment of state or federal income taxes.

Notwithstanding any other provision of these Articles, if at any time or times the Association shall be a "private foundation" as defined in Section 509 of the Code, then, during such time or times, the Association 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 Articles, during any taxable year in which the Association has elected to have the provisions of Code Section 5601(h) in effect, the Association shall not make lobbying expenditures in such amounts as to incur tax liability under code Section 4911.

In the event of dissolution, the Association 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.

Section 3. Powers. The Association shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are in furtherance of the purposes expressly provided for in Section 2 of this Article and as are in furtherance of the activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Subject to any limitations or restrictions imposed by applicable law, or these Articles, the Association shall have the following general rights, privileges and powers:

- (a) Sue, be sued, complain, and defend in the Association's corporate name;
- (b) 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;
- (c) Make, and amend bylaws not inconsistent with these Articles, the Act or other applicable Indiana law for managing the affairs of the Association;
- (d) Purchase, receive, take by gift, devise, or bequest, lease or otherwise acquire, and own, hold, develop, improve, use, manage and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (e) Sell, convey, mortgage, pledge, lease, exchange, and, otherwise dispose of all or any part of the Association's property;
- (f) 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;
- (g) Make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the Association's obligations by mortgage or pledge of any of the Association's property, franchises, or income;
- (h) Lend money, invest and reinvest the Association's funds, and receive and hold real and personal property as security for repayment, except as otherwise provided under Indiana Code Section 23-17-13-3;
- (i) Be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity;
- (j) Conduct the Association's activities, locate offices, and exercise the powers granted by this Article inside or outside Indiana;
- (k) Elect directors, elect and appoint officers, and appoint employees and agents for the Association, define the duties and fix the compensation of directors, officers, employees and agents;
- (l) Pay pensions and establish pension plans, pension trusts, and, other benefit and incentive plans for the Association's current or former directors, officers, employees, and agents;

(m) 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 Association's interests;

(n) Impose dues, assessments, admission, and transfer fees upon the Corporation's members, if any;

(o) Establish conditions for admission of members, admit members, and issue memberships;

(p) Carry on a business;

(q) Have and exercise powers of a trustee as permitted by law, including those set forth in Indiana Code Section 30-4-3-3;

(r) Purchase and maintain insurance on behalf of any individual who:

(i) Is or was a director, an officer, an employee, or an agent of the Association; or

(ii) Is or was serving at the request of the Association as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Association would have power to indemnify the individual against the same liability pursuant to this Article.

(s) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Association;

(t) To cease its activities and to dissolve and surrender its corporate franchise; and

(u) To do all acts and things necessary, convenient or expedient to carry out the purposes for which the Association has been formed.

ARTICLE III **Period of Existence**

Section 1. Period of Existence. The period during which the Association shall continue shall be perpetual.

ARTICLE IV
Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is Henry Fu, 12331 Pebblepointe Pass, Carmel, Indiana 46033.

Section 2. Principal Office. The post office address of the principal office of the Association is 12331 Pebblepointe Pass, Carmel, Indiana 46033.

ARTICLE V
Membership

The Corporation shall have members. The classes of members, if any, and the characteristics, qualifications, rights, limitations and obligations of members, and of classes of members, if any, shall be as follows:

Section 1. Membership Process. Membership is by application accompanied by non forfeitable current year's dues and sponsored by two members of good standing and upon the approval of the Council, voting at a called meeting.

Section 2. Membership Eligibility. Membership is open to any national of the United States regardless of race, creed, color, sex, religion, education, occupation or national origin. A member must be over eighteen (18) years of age and support the Constitutions and laws of the United States and of the State of Indiana; and subscribe to the objectives and purposes contained in the Articles of Incorporation of the Association.

Section 3. Membership Requirements. Upon becoming a member and while holding membership in the Association, a member shall not:

- (a) Be a member of a political party of a foreign country;
- (b) Be an employee or holding office of a foreign government or of an instrumentality of a foreign government; or
- (c) Be a member of an organization identified as subversive in listings published by the Attorney General of the United States.

Section 4. Removal of a Member. A member may be removed for cause upon recommendation of the Council by majority vote of the Council to the membership and acted upon by three-fourth (3/4) of the members who are entitled to vote and voting at a meeting called for such purpose. However, no removal action shall be taken against a

member until he or she has been notified in writing and given an opportunity for a hearing before the Council to be held no sooner than thirty (30) days following such notification.

Section 5. Regular and Associate Members. Membership in the Association shall be comprised of Regular Members and Associate Members.

(a) A Regular Member must be a citizen or permanent resident of the United States who elects to be a Regular Member and is a member of good standing. A Regular Member shall be entitled to all of the rights and privileges of the Association including voting and holding elective offices.

(b) An Associate Member shall be a person who is otherwise qualified to be a Regular Member, but is not a citizen or permanent resident of the United States or elects to be an Associate Member. An Associate Member shall be entitled to all rights and privileges of the Association, including voting, other than holding elective offices.

ARTICLE VI **Councilors**

Section 1. Council. The Association shall be governed by a board of directors to be known as a Council and the members of which, to be known as Councilors, shall be elected to serve for three (3) years by the members in the manner prescribed herein. The number of Councilors shall be set from time to time by the Council and any change in the number of Councilors shall be approved by the members at an annual meeting thereof; provided, however, that the number of Councilors shall be no fewer than nine (9) and there shall be no maximum number.

Section 2. Composition of Council. The Council of the Association shall be comprised of the officers of the Association and Councilors elected at large.

Section 3. Nominating Committee.

(a) The Nominating Committee shall be comprised of three (3) members, the immediate Past President, who shall serve as chairman of the Nominating Committee, the President-Elect, and one (1) other individual selected by the immediate Past President. Vacancies on the Nominating Committee shall be filled by the immediate Past President, or if he or she is unable to serve, by the President-Elect. If neither the immediate Past President nor the President-Elect is able to serve, the Council shall choose a member to serve as chairman of the Nominating Committee and the chairman as so selected shall select members to fill any vacancies on the Nominating Committee.

(b) The Committee shall submit to the Council nominations for the offices of the President-Elect, Secretary, Treasurer and Councilors. Other names may be added to the ballot upon petition of at least twenty (20) members of the Association to the Secretary. If the Council shall accept the nominations by majority vote, the nominations shall be

deemed adopted. If any or all of the nominations are rejected by the Council, the Council shall itself select the nominees to stand instead of the rejected nominees.

Section 4. Officers. The officers of the Association shall be a President, a President-Elect, a Past President, a Secretary and a Treasurer.

Section 5. Election of President-Elect, President and Past President. The President-Elect shall be elected at each annual business meeting of the Association by the majority of the members who are entitled to vote and are attending the meeting. The President-Elect shall serve for one (1) year, shall become the President for the year following and shall then act as Past President for the third year.

Section 6. Councilors.

(a) At each annual meeting, the members shall elect to three (3) year terms of office that number of Councilors as are necessary to replace the Councilors whose terms are to expire in that year.

(b) If necessary to enable approximately one-third (1/3) of the Councilors to be elected as Councilors in each year, the Nominating Committee may nominate some members to serve less than full three (3) year terms as Councilors.

(c) No person shall succeed himself or herself in the Council as a Councilor after completing one (1) full elective term of office.

(d) A Councilor may serve in any other elective office immediately after expiration of his or her term as Councilor.

Section 7. Secretary and Treasurer The Secretary and the Treasurer shall be elected by the Council from the membership of the Council and shall serve as such officers until their respective terms as Council members shall expire; provided, however, that if the remaining term of a Council member selected for such office shall be less than a full year at the time such Council member shall assume such office, then such Councilor's term shall be extended sufficiently to allow such Council member to serve not less than a full year in such office.

Section 8. Voting by Members on Nominations. The members of the Association shall vote on the nominations for President-Elect and Councilors at the annual business meeting. A majority vote of the members present shall be sufficient for election.

Section 9. Powers and Duties of Officers. The powers and duties of the Officers elected or selected by the Association shall be such as usually devolve upon their respective positions and generally shall be as follows:

(a) **President.** The President shall preside at meetings of the Association and of the Council. Unless otherwise specified, he or she shall, with the advice of the Council, appoint members of committees and coordinate among committees.

(b) **President-Elect.** The President-Elect shall be recognized as the Vice President and shall serve as such in the absence of the President.

(c) **Secretary.** The Secretary shall serve as the Chairman of the Publications Committee and shall maintain a roster of the members. He or she shall keep minutes of the meetings of the Association and of the Council. He or she shall handle official correspondence of the Association.

(d) **Treasurer.** The Treasurer shall be responsible for the collection of dues, for safeguarding the funds of the Association, for disbursing same in accordance with the approved budget, for maintaining proper financial records and accounts, and for preparing and submitting an annual report to the membership detailing the financial status of the Association.

Section 10. Committees. The Council shall have the power to form appropriate committees and designate their chairmen according to the needs of the Association. The committee members shall be appointed by the President with consent of the Council.

Section 11. By-Laws. The Council is authorized, from time to time, to adopt such by-laws as it deems appropriate in conducting the affairs and in furtherance of the purposes of the Association, that are not inconsistent with the Articles of Incorporation of the Association and the laws of the State of Indiana.

ARTICLE VII **Meetings**

Section 1. Annual Meeting of the Members. At least one business meeting (the annual business meeting) of the Association shall be held annually at such time and place as Council shall determine. Regular meetings shall be open to all members of the Association. The members present at the annual business meeting of the Association and those absent from the meeting but vote through proxy shall constitute a quorum.

Section 2. Annual Meeting of Council/Quorum. A meeting of the Council shall be held prior to the annual business meeting of the Association. A quorum of the Council for this meeting shall be one-third (1/3) of the Council members.

Section 3. Minutes. Minutes of the annual business meeting of the Council and of the annual business meeting of the Association shall be published in the form of a newsletter and shall be distributed to each member of the Association. The annual report

of the Treasurer shall be included in this newsletter.

Section 4. Procedures. All Association meeting will abide by the normal parliamentary procedures.

ARTICLE VIII **Annual Dues**

Section 1. Annual Dues. Annual dues, upon recommendation of the Council, shall be determined by a majority vote at the annual business meeting of the Association.

ARTICLE IX **Statement of Property and** **Estimate of the Value Thereof**

Section 1. Property. At the time of its initial incorporation, the Corporation was not the owner of any property.

ARTICLE X **Provisions for the Regulation and** **Conduct of the Affairs of the Corporation**

Section 1. Limitations Upon Powers. As provided in Article II, Section 3 above, in order to carry out the purposes set forth above, the Corporation has been granted, and shall have, all the powers enumerated in the Indiana Nonprofit Corporation Act of 1991, as the same may be amended from time to time, subject to all of the limitations contained in these Articles; provided, however, that, notwithstanding any other provision of these Articles or any provision of the Act or any other law, the Corporation shall not in any manner or to any extent carry on propaganda or otherwise attempt to influence legislation; nor shall it participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or under the corresponding provision of any future United States revenue law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or under the corresponding provision of any future United States revenue law).

Section 2. Restriction Upon Inurement of Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any Member (if any), director, officer, or other private individual (except that reasonable compensation may be paid for

services rendered to or for the Corporation affecting one or more of its purposes), and no Member (if any), director, officer or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or otherwise (except that monies loaned or advanced to the Corporation by a Member (if any), director or officer in furtherance of one or more of its purposes may be repaid without interest).

Section 3. Restriction Upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

Section 4. Dissolution. Upon dissolution, the net assets of the Corporation shall be transferred to such not-for-profit corporation or corporations which are in existence at such time, and which are organized at such time for purposes substantially similar to those of the Corporation, and which qualify at such time as exempt organizations under Section 501(c)(3) of the Code (or under the corresponding provisions of any future United States revenue law) as the Board of Directors of the Corporation may determine. Upon such dissolution, Members of the Corporation shall not be entitled to receive back amounts theretofore paid in by them as membership dues or otherwise, or any interest on such amounts, it being understood by and among the Members, and it being an express condition of all such payments of membership dues and other amounts that such amounts are given and received as gifts in furtherance of the purposes of the Corporation rather than as contributions to the capital of the Corporation.

Section 5. Distributions of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or by the corresponding provision of any future United States revenue law).

Section 6. Prohibited Transactions. In the event the Corporation shall at any time be a private foundation within the meaning of Section 509(a) of the Code (or by the corresponding provision of any future United States revenue law), the Corporation shall not, for so long as it continues to be a private foundation within such meaning, engage in any of the following transactions or do any of the following acts:

(a) Engage in any act of self-dealing as defined in Section 4941(d) of the Code (or in the corresponding provision of any future United States revenue law);

(b) Retain any excess business holdings as defined in Section 4943(c) of the Code (or in the corresponding provision of any future United States revenue law);

(c) Make any investments in such manner as to subject it to tax under Section 4944 of the Code (or under the corresponding provision of any future United States revenue law); and

(d) Make any taxable expenditures as defined in Section 4945(d) of the Code (or in the corresponding provision of any future United States revenue law).

Section 7. Interests of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors is or are members or employees, or in which he or she or they are interested, or between the Corporation and any corporation or association of which one or more of its Directors is or are shareholders, members, directors, officers or employees, or in which he or she or they is or are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote; provided, however, that such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 8. Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he or she or his or her predecessor in interest is or was a director, officer or employee of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties. The Corporation shall also reimburse to any such director, officer or employee the reasonable costs of settlement of, or judgment rendered in, any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum), in their judgment reasonably exercised, that such director, officer or employee was not guilty of negligence or misconduct in the performance of his or her duties and such finding is not inconsistent with any final adjudication made in such action, suit or proceeding. No director, officer or employee shall be deemed guilty of negligence or misconduct in the performance of his or her duties when, acting in good faith, such director, officer or employee relied upon the books and records of the Corporation or statements or advice made by or prepared by any officer or employee of the Corporation, or by any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or services, unless such director, officer or employee had actual knowledge of the falsity or the incorrectness thereof; nor shall a Director be deemed guilty of negligence or misconduct by virtue of the fact that he or she failed or neglected to attend a meeting or meetings of the Board of Directors of the Corporation. The rights of indemnification provided hereunder shall be in

addition to any right to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors, administrators and legal representatives of such person. This section shall be construed in a manner consistent with the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 9. Insurance. As authorized pursuant to Article II, Section 3, above, the Corporation may purchase and maintain directors and officers liability insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability; provided, however, that this section shall be construed in a manner consistent with the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

ARTICLE XI **Amendments**

Section 1. Amendment by Petition to Officers. Proposed changes in the Articles of Incorporation shall be submitted by at least five (5) members in writing through the Secretary to the President. The President shall then appoint a Committee of at least three (3) members which shall communicate its recommendations to the President for consideration by the Council. The Council shall then advise the Secretary to submit the recommendations of the Committee to the membership of the Association for approval. This could be done in ballot form or through a special meeting. A change in the Articles of Incorporation shall require a two-thirds majority of the votes cast.

Section 2. Amendment by Petition Directly to Council. As an alternative procedure a proposed change in the Articles of Incorporation may be submitted directly to the Council by petition of one-fifth of the total active membership. Under this circumstance, the Council is required to arrange for a vote by the members as herefore described.

This instrument prepared by David Williams Russell, Esq., Harrison & Moberly, LLP, 10 West Market Street, Suite 700, Indianapolis, Indiana 46204; Telephone (317) 639-4511.

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