

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

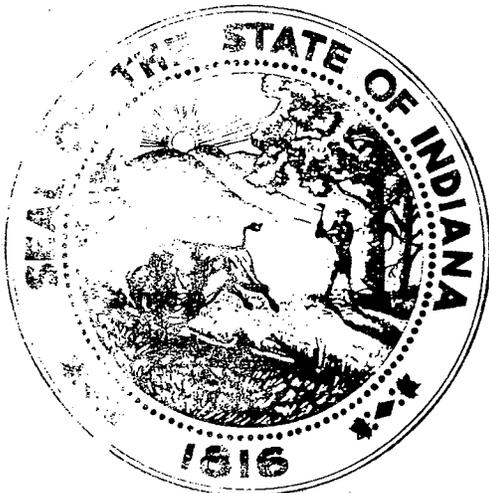
CERTIFICATE OF INCORPORATION

OF

MARION COUNTY WELLFIELD EDUCATION CORPORATION

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin December 12, 1997.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twelfth day of December, 1997.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

JC
Deputy

19

ARTICLES OF INCORPORATION

APPROVED
AND
FILED
IND. SECRETARY OF STATE

OF

MARION COUNTY WELLFIELD EDUCATION CORPORATION

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"), hereby executes the following Articles of Incorporation (the "Articles"):

ARTICLE I

Name

The name of the Corporation is Marion County Wellfield Education Corporation.

ARTICLE II

Purposes

Section 1. This Corporation is a charitable corporation that shall be organized and operated exclusively to benefit, perform, and carry out the exclusively public, charitable, scientific, educational, and other purposes of the Consolidated City of Indianapolis, Indiana (the "Supported Organization"), including protecting the quality of water drawn from public wells in Marion County, Indiana. The Corporation shall benefit, perform, and carry out such purposes to the extent that they are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

Section 2. In carrying out such public, charitable, scientific, and educational purposes, and subject thereto, the Corporation may engage in the following activities:

- (a) educating the public and potential contaminant sources about ground water concerns and wellfield protection;

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SUE ANNE C. ROY

- (b) educating and providing technical assistance to businesses in Wellfield Protection Districts as to the proper use and storage of chemicals, as well as general wellfield education;
- (c) overseeing the registration of potential business/commercial contaminant sources located within the Marion County wellfields;
- (d) conducting on-site visits of potential contaminant sources to verify site status;
- (e) evaluating the effectiveness of program components by monitoring activities of new and existing businesses in wellfield districts;
- (f) reporting to the Supported Organization's City-County Council Committee on Metropolitan Development and to the Supported Organization's City-County Council as required by such entities; and
- (g) accomplishing such other purposes in and around Marion County as are consistent with the Corporation's purposes set forth in the preceding Section 1 and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

ARTICLE III

Powers

Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code sections 170(c)(2), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance

of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act and by other law, and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Initial Registered Agent and Registered Office

Section 1. The name and address of the initial registered agent in charge of the Corporation's initial registered office is Thomas A. Crouch, 7037 Indian Lake Boulevard W., Indianapolis, Indiana 46236.

Section 2. The street address of the initial registered office of the Corporation is 7037 Indian Lake Boulevard W., Indianapolis, Indiana 46236.

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is Thomas A. Crouch, 7037 Indian Lake Boulevard W., Indianapolis, Indiana 46236.

ARTICLE VII

Members

The Corporation shall have no members. The Corporation may, however, identify as "members" those individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designation shall carry no legal significance and shall not entitle such individuals, corporations, or other associations and organizations to any vote on Corporation matters or to attendance at Corporation meetings.

ARTICLE VIII

Directors

The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation (the "Bylaws") at a number no smaller than three (3).

ARTICLE IX

Initial Board of Directors

The names and addresses of the members of the initial Board of Directors, and the individuals or entities by whom they are appointed, are as follows:

CLASS ONE

(serve until December 31, 1998)

Mayoral Appointee

(Small Business)

Chris Barnett.
5789 N. Central Avenue
Indianapolis, Indiana 46220

Mayoral Appointee

(Environmental Expert)

Mary S. Uhler
200 E. Washington Street, Suite 2460
Indianapolis, Indiana 46204

City-County Council Appointee

(Large Business)

John P. Schuler
1980 E. 116th Street
Indianapolis, Indiana 46226

Public Water Supply Utility Representative

(Indianapolis Water Company)

Paul Johnson
Indianapolis Water Company
P. O. Box 1220
Engineering Department
Indianapolis, Indiana 46206

CLASS TWO

(serve until December 31, 1999)

Mayoral Appointee

(Neighborhood Organization Representative)

Dorothy Jones
719 Indiana Avenue, Suite 360
Indianapolis, Indiana 46202

City-County Council Appointee
(Real Estate Developer)

Paul E. Ferguson
2610 S. Lynhurst Drive, 2nd Floor
P. O. Box 421129
Indianapolis, Indiana 46242-1129

Public Water Supply Utility Representative
(Speedway)

Mike Littlejohn
1450 North Lynhurst Drive
Speedway, Indiana 46224

Marion County Health and Hospital Corporation Representative

Pam Thevenow
3838 N. Rural Street
Indianapolis, Indiana 46205

CLASS THREE
(serve until December 31, 2000)

Mayoral Appointee
(At-Large Chair)

Thomas A. Crouch
7037 Indian Lake Boulevard W
Indianapolis, Indiana 46236

City-County Council Appointee
(Neighborhood Organization Representative)

Kathryn Rietmann
7237 Knoll Valley Lane
Indianapolis, Indiana 46256

Public Water Supply Utility Representative
(Lawrence)

Michael Lawson
4455 McCoy Street
Lawrence, Indiana 46226

Following the effective date of these Articles, the number of directors may be increased or decreased from time to time in accordance with the procedures set forth in the Corporation's Bylaws.

ARTICLE X

Designation and Appointment of Directors

Section 1. In accordance with and in a manner specified in the provisions of these Articles and Article III of the Corporation's Bylaws, the directors of the Corporation either (a) shall be appointed by the Mayor or the City-County Council of the Supported Organization or (b) shall be representatives of the water utilities specified in Article IX of these Articles or the Marion County Health and Hospital Corporation; provided, however, that at all times a majority of the directors shall be appointed by the Mayor or the City-County Council of the Supported Organization.

Section 2. The directors of the Corporation shall be divided into three (3) classes. The members of Class One shall be one (1) mayoral appointee representing small business, one (1) mayoral appointee of an individual with the qualifications of being an environmental expert, one (1) City-County Council appointee representing large business, and one (1) water utility representative appointed by IWC. The members of Class Two shall be one (1) mayoral appointee representing neighborhood associations, one (1) City-County Council appointee representing real estate developers, one (1) water utility representative appointed by the Speedway water utility, and one (1) individual appointed by the Marion County Health and Hospital Corporation. The members of Class Three shall be one (1) mayoral appointee who will

serve as "at-large chair," one (1) City-County Council appointee representing neighborhood associations, and one (1) water utility representative appointed by the Lawrence water utility.

Section 3. To stagger the terms of the directors of the Corporation, the term of the initial Class One directors, as identified in Article IX of these Articles, shall expire on December 31, 1998, the term of the initial Class Two directors, as identified in Article IX of these Articles, shall expire on December 31, 1999, and the term of the initial Class Three directors, as identified in Article IX of these Articles, shall expire on December 31, 2000. Thereafter, the directors shall serve for three-year terms and until their successors are appointed and qualified.

ARTICLE XI

No Private Inurement

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

ARTICLE XII

Regulation of Corporate Affairs

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

Section 1. Notwithstanding any other provision of these Articles, if for any taxable year the Corporation is deemed to be a "private foundation" described in Section 509(a) of the Code, the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Section 4942 of the Code.

Section 2. Notwithstanding any other provision of these Articles, if at any time the Corporation is deemed to be a "private foundation" described in Section 509(a) of the Code, the Corporation shall not:

2.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;

2.2. Retain any excess business holdings as defined in Section 4943(c) of the Code;

2.3. Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or

2.4. Make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 3. Except as otherwise permitted by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 4. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. 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 6. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 7. No director of the Corporation shall be liable for any of its obligations.

Section 8. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 9. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, and applicable law.

Section 10. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

ARTICLE XIII

Amendment

The power to make, alter, amend, or repeal the Articles is vested in the Board of Directors of the Corporation, provided that any change to the composition or manner of selection of the members of the Board of Directors must be first approved by the City-County Council, and provided further, that no amendment can be made to the requirement that at all times a majority of the directors shall be appointed by the Mayor or the City-County Council of the Supported Organization.

ARTICLE IV

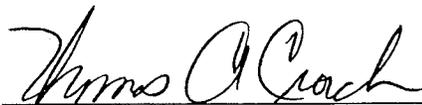
Dissolution of Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to the Supported Organization or to one or more other organizations that have been selected by the Mayor and the City-County Council of the Supported Organization, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code.

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

IN WITNESS WHEREOF, the undersigned Incorporator hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this

11 day of DECEMBER, 1997.



Signature

THOMAS A. CROUCH

Printed

This instrument was prepared by Paul Lowell Haines, Attorney at Law, Baker & Daniels, 300 N. Meridian Street, Suite 2700, Indianapolis, Indiana 46204.

BYLAWS
OF
MARION COUNTY WELLFIELD EDUCATION CORPORATION

ARTICLE I

General

Section 1. Name. The name of the corporation is Marion County Wellfield Education Corporation (the "Corporation").

Section 2. Address. As of the date of the adoption of the Corporation's Bylaws (the "Bylaws"), the post office address of the Corporation's registered office is 7037 Indian Lake Boulevard W., Indianapolis, Indiana 46236. As of the date of the adoption of these Bylaws, the registered agent in charge of the registered office is Thomas A. Crouch.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

ARTICLE II

Membership

The Corporation shall have no members. The Corporation may, however, identify as "members" those individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and activities of the Corporation. Such designation shall carry no legal significance and shall not entitle such individuals, corporations, or other associations and organizations to any vote or Corporation matters or to attendance at Corporation meetings.

ARTICLE III

Board of Directors

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Corporation's Articles of Incorporation (the "Articles") and these Bylaws. The Board of Directors shall have the number of members, no less than three (3), as designated by resolution of the Board of Directors from time to time and approved by the City-County Council of the Consolidated City of Indianapolis, Indiana (the "Supported Organization"). When not so designated, the number of directors shall be eleven (11).

Section 2. Designation or Appointment and Terms of Directors.

- (a) The directors of the Corporation shall be designated or appointed in the manner and for terms as specified in the Articles of the Corporation and these Bylaws.
- (b) The directors shall be appointed by the Mayor or City-County Council of the Supported Organization, or by the specified water utility or Marion County Health and Hospital Corporation, as specified in the Articles, for terms of three (3) years; provided, however, that at all times a majority of the directors shall be appointed by the Mayor or the City-County Council of the Supported Organization.
- (c) Prior to the expiration of the term of any director, the person or entity appointing that director shall appoint or reappoint an individual to replace or to continue as the director for a term of three (3) years.

Section 3. Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to

come before the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 5. Special Meetings. Notwithstanding the preceding Section 4 of this Article III, the Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days' notice, as described in Section 6 of this Article III, upon call by the President of the Corporation or not less than two (2) members of the Board of Directors. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 6. Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the special meeting. Oral notice shall be effective when communicated. Written notice shall be effective at the earliest of the following:

- (a) When received;

- (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7. Waiver of Notice. Notice may be waived in a writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 8. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a meeting by or (b) conduct a meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or a committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Action By Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee

member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 9 shall have the effect of a meeting vote and may be described as such in any document.

Section 10. Vacancies. Any vacancy on the Board of Directors shall be filled by the individual or entity identified in the Articles of Incorporation as being responsible for appointing the director to the position that has become vacant.

ARTICLE IV

Officers

Section 1. In General. The officers of this Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors at a regular or special meeting and shall serve for one (1) year, or such other period as is prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. All officers may, but need not, be members of the Board of Directors. Any officer may be removed by majority vote of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. President. The President shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established

by the Board of Directors. The President shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Board of Directors may prescribe.

Section 3. Vice-President. The Vice-President shall do and perform all such duties and services as prescribed by the Board of Directors or the President. In the event of the President's absence or inability to serve, the Vice-President shall act in the place of the President and shall be empowered to perform all acts that the President is authorized to perform.

Section 4. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation, other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 5. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the President, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 6. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or President may prescribe.

ARTICLE V

Committees

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate two (2) or more directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with Indiana law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such other committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with or without cause.

ARTICLE VI

Indemnification

Section 1. Indemnification by the Corporation. 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 or officer 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 (a) if such person is wholly successful

with respect thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VI 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 the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, 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 person did not meet the standards of conduct set forth in this Article VI.

Section 2. Definitions. (a) As used in this Article VI, 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 person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director or officer of the Corporation, or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association,

trust, or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) 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 such liability or expense shall have been incurred.

(b) As used in this Article VI, 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 of, a person.

(c) As used in this Article VI, the term "wholly successful" shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. 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 (a) 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 person has met the standards of conduct set forth in the preceding Section 1 of this Article VI and (b) 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 that is within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, 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.

Section 6. Advancement of Expenses. 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 an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VI and insurance protecting the Corporation's directors or officers, or other persons.

ARTICLE VII

Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE VIII

Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation.