

ARTICLES OF INCORPORATION

2002 MAY 20 PM 2:30

OF

HAMILTON COUNTY PUBLIC BUILDING CORPORATION

The undersigned incorporator, 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"), executes the following Articles of Incorporation.

ARTICLE I.

Name

Section 1.1. The name of the Corporation is: Hamilton County Public Building Corporation.

ARTICLE II.

Type of Corporation

Section 2.1. The Corporation is a public benefit corporation.

ARTICLE III.

Purposes and Powers

Section 3.1. General Purpose. The Corporation is organized solely for the purpose of acquiring a site or sites appropriate for a building or buildings, erecting, building, or constructing thereon a suitable building or buildings, including the necessary equipment and appurtenances, acquiring land and an existing building or buildings and renovating, improving, or expanding the same, leasing the county facilities to Hamilton County (the "County"), or its successor County, collecting the rentals therefor and applying the proceeds thereof in the manner provided in Indiana Code, Title 36, Article 1, Chapter 10 (hereinafter referred to as the "County Building Corporation Act") or other applicable law, entirely without profit to the Corporation, its officers and directors.

Section 3.2. Nonprofit Purposes.

(a) The Corporation is organized exclusively for the promotion of social welfare and for not-for-profit purposes and to assist the County in its essential governmental purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1.

(b) The Corporation shall not engage in carrying on propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation the Corporation shall not carry on any activities or exercise any power or authority in any manner other than those which constitute essential governmental functions under Section 115 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

Section 3.3. Powers. Subject to any limitation or restriction imposed by the Act, the County Building Corporation Act, any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable, or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law;

(b) To have, exercise, and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges, and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

ARTICLE IV.

Distribution of Assets upon Dissolution

Section 4.1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to the County or its successor.

ARTICLE V.

Term of Existence

Section 5.1. The Corporation shall have perpetual existence.

ARTICLE VI.

Registered Office and Registered Agent

Section 6.1. Registered Office. The street address of the Corporation's initial registered office is c/o Hamilton County Auditor, 33 North 9th Street, Noblesville, Indiana 46060.

Section 6.2. Registered Agent. The name of the Corporation's initial registered

agent at the registered office is Michael A. Howard, 694 Logan Street, Noblesville, Indiana 46060.

ARTICLE VII.

Members

Section 7.1. Members. The Corporation will not have members.

ARTICLE VIII.

Board of Directors

Section 8.1. Number. The initial Board of Directors shall consist of three (3) directors. The initial Board of Directors shall be and have been appointed by the governing Board of the County. The exact number of directors shall be specified from time to time in the Bylaws of the Corporation. The minimum number of directors so specified shall be three (3) and the maximum number shall be seven (7). Whenever the Bylaws do not specify the number of directors, the number shall be three (3).

Section 8.2. Qualifications. Each director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or required by law. Directors shall not be members of the governing board or employees of the County.

Section 8.3. Initial Board of Directors. The names and addresses of the initial Board of Directors of the Corporation are:

<u>Names</u>	<u>Addresses</u>
J. Bradley Cook	942 Maple Avenue Noblesville, Indiana
William G. Crandall	151 Wellington Parkway Noblesville, Indiana
Michael J. Beaumont	106 Heady Court Noblesville, Indiana
Ike G. Batalis	165 Wellington Parkway Noblesville, Indiana
William E. Shields	403 South Main Street Sheridan, Indiana 46069

Section 8.4. Director's Waiver of Right to Authorize Lease or Sale. Any lease

by the Corporation of its property and assets to the County or its successor, shall contain an option by the lessee to purchase such leased property and assets in accordance with the terms of the County Building Corporation Act. Such lease, option and any sale made pursuant to such option shall constitute a part of the usual and regular course of business of the Corporation. Each director of the Corporation by such director's acceptance of the directorship waives all such director's rights under the Act, or any other law, (a) to object to, disapprove or vote in respect to any sale made pursuant to such option, or (b) to assert any right as a dissenting director as a result of a sale made pursuant to such option. Each director shall be deemed to have authorized and approved any sale made pursuant thereto by virtue of the director's acceptance of the directorship in the Corporation.

ARTICLE IX.

Powers of Directors

Section 9.1. Powers of Board of Directors. Subject to any limitations or restrictions imposed by the County Building Corporation Act, the Act, any other law, or these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purpose for which the Corporation was organized as stated in Article III hereof, the powers of the Corporation including, without limiting the generality of the foregoing, the power (a) to acquire land suitable for a building or buildings and land and an existing building or buildings to be leased to the County, or its successor, (b) to incur the preliminary expenses of and to contract for the construction, renovation, expansion and equipment of a building or buildings, (c) to execute a lease contract or contracts granting the use of such building or buildings to the County, or its successor, for a term of years, with options to renew such lease and to purchase such property, (d) to issue mortgage bonds or other securities evidencing the indebtedness of the Corporation for the purpose of providing funds for the acquisition of such building site or sites and the construction and equipment of such building or buildings, and for the acquisition of land and an existing building or buildings and the renovation and equipping of building or buildings, and (e) to take any and all other action and proceedings necessary to carry out the purposes of the Corporation. 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 foregoing provisions.

The Board of Directors shall not have the power to amend the Articles of Incorporation or Bylaws relating to their appointment or removal.

Section 9.2. The Board of Directors may, from time to time, adopt a resolution that designates an individual to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

ARTICLE X.

Name and Address of Incorporator

Section 10.1. The name and address of the incorporator of the Corporation is as

follows:

<u>Name</u>	<u>Address</u>
J. Bradley Cook	942 Maple Avenue Noblesville, Indiana 46060

ARTICLE XI.

**Provisions for Regulation of Business
and Conduct of Affairs of Corporation**

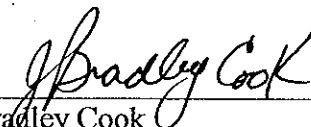
Section 11.1. Place of Meetings. Annual, regular, and special meetings of the Board of Directors of the Corporation shall be held at such places, either within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the Bylaws of the Corporation or by law.

Section 11.2. Bylaws. The Board of Directors of the Corporation shall have the power to adopt the Bylaws of the Corporation, which may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation. The Board of Directors shall have the power to amend or repeal the Bylaws, subject to Section 9.1 hereof.

Section 11.3. Corporate Seal. The Corporation shall have a corporate seal the form of which shall be determined by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and verifies subject to penalties of perjury that the facts contained herein are true.

Dated this 20th day of May, 2002.



J. Bradley Cook
Incorporator
Hamilton County Public Building

Corporation