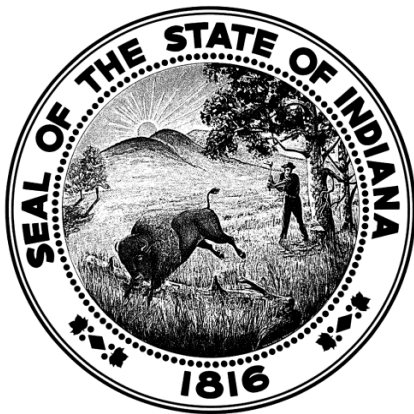


State of Indiana
Office of the Secretary of State
Certificate of Incorporation
of
PROMOTE CARMEL, INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Incorporation of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, February 12, 2020.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 12, 2020.

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

202002121373823 / 8524513

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Code.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID 202002121373823
BUSINESS TYPE Domestic Nonprofit Corporation
BUSINESS NAME PROMOTE CARMEL, INC.
PRINCIPAL OFFICE ADDRESS 1 Civic Square, Carmel, IN, 46032, USA

ARTICLE II - REGISTERED OFFICE AND ADDRESS

REGISTERED AGENT TYPE Individual
NAME Douglas C. Haney
ADDRESS 1 Civic Square, Carmel, IN, 46032, USA
SERVICE OF PROCESS EMAIL dhaney@carmel.in.gov

I acknowledge that the Service of Process email provided above is the email address at which electronic service of process may be accepted.

ARTICLE III - PERIOD OF DURATION AND EFFECTIVE DATE

PERIOD OF DURATION Perpetual
EFFECTIVE DATE 02/12/2020
EFFECTIVE TIME 03:53PM

ARTICLE IV - PRINCIPAL(S)

TITLE Board Member
NAME Tim Griffin
ADDRESS 3428 Eden Way Place, Carmel, IN, 46033, USA

TITLE Board Member
NAME Lauren Taylor
ADDRESS 14311 N. Gray Rd., Carmel, IN, 46033, USA

TITLE Board Member
NAME Rebecca Shepler
ADDRESS 10309 N. Delaware St., Indianapolis, IN, 46280, USA

ARTICLE V - INCORPORATOR(S)

NAME Douglas C. Haney
ADDRESS 1 Civic Square, Carmel, IN, 46032, USA

ARTICLE VI - GENERAL INFORMATION

STATEMENT OF PURPOSE

The Corporation is a public benefit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or the corresponding provisions of any future United States revenue law and the Treasury Regulations promulgated thereunder, and as qualified contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code and the regulations promulgated thereunder. As thus limited, the purposes for which the Corporation is organized and operated are: a. Promote Carmel, Inc. will serve to promote the City of Carmel, Indiana, its events and unique qualities, to both visitors and residents as part of the broader mission to sustain pride in our community and attract and retain new residents and corporate employers. Promote Carmel will also oversee the All Things Carmel store, which will continue to serve as a "visitors center" and gift shop on Main Street and, potentially, future locations in the City; and b. To advance charitable, religious, scientific, educational, and other purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws; and c. In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable purposes.

TYPE OF CORPORATION

Public benefit corporation, which is organized for a public or charitable purpose

WILL THE CORPORATION HAVE MEMBERS?

No

DISTRIBUTION OF ASSETS

Dissolution. Upon dissolution, the net assets of the Corporation shall be transferred to such nonprofit corporation or corporations which are in existence at such time, and which are organized at such time for purposes substantially the same as those of the Corporation, and which qualify at such time as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law), as the Board of Directors of the Corporation may determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Judge of the Circuit Court of Hamilton County, Indiana, exclusively for such purposes which are substantially similar to the Corporation's primary purposes as set forth in Article II hereof, and to an organization or organizations that are, at the time of such distribution, organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purposes then qualify such organization or organizations for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code. No Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution or complete liquidation of the Corporation.

SIGNATURE

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE UNDERSIGNED, DESIRING TO FORM A CORPORATION PURSUANT TO THE PROVISIONS OF THE INDIANA NONPROFIT CORPORATION ACT, EXECUTE THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **February 12, 2020**.

SIGNATURE

Douglas C. Haney

TITLE

Incorporator

Business ID : 202002121373823

Filing No : 8524513

ARTICLES OF INCORPORATION

OF

PROMOTE CARMEL, INC.

The undersigned incorporator, desiring to form a nonprofit 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

The name of the Corporation is the Promote Carmel, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

Purposes

The Corporation is a public benefit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or the corresponding provisions of any future United States revenue law and the Treasury Regulations promulgated thereunder, and as qualified contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code and the regulations promulgated thereunder. As thus limited, the purposes for which the Corporation is organized and operated are:

- a. Promote Carmel, Inc. will serve to promote the City of Carmel, Indiana, its events and unique qualities, to both visitors and residents as part of the broader mission to sustain pride in our community and attract and retain new residents and corporate employers. Promote Carmel will also oversee the All Things Carmel store, which will continue to serve as a "visitors center" and gift shop on Main Street and, potentially, future locations in the City; and
- b. To advance charitable, religious, scientific, educational, and other purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws; and

- c. In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable purposes.

ARTICLE III
Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
Registered Agent and Registered Office

The name of the Registered Agent is Douglas C. Haney, and the address of the Registered Office at which the Registered Agent may be reached is 1 Civic Square, Carmel, IN 46032.

☒ By checking the box, the undersigned Incorporator represents that the Registered Agent named in these Articles has consented to his appointment as Registered Agent.

ARTICLE V
Membership

The Corporation shall have no members.

ARTICLE VI
Directors

Section 6.1. Number of Directors. The initial number of Directors is three (3), each of whom shall be appointed by the Mayor of the City of Carmel, Indiana, in his sole discretion.

Section 6.2. Names and Addresses of the Directors. The names and post office addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Tim Griffin	3428 Eden Way Place, Carmel, IN 46033
Lauren Taylor	14311 N. Gray Rd., Carmel, IN 46033
Lori Bievenour	10309 N. Delaware St., Indianapolis, IN 46280

Section 6.3. Term of Directors. Directors of the Corporation shall be appointed for terms of one year.

Section 6.4. Removal of Directors. Any and all Directors of the Corporation may be removed at any time, with or without cause, by the Mayor of the City of Carmel, Indiana.

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is Douglas C. Haney, 1 Civic Square, Carmel, Indiana 46033.

ARTICLE VIII
Provisions for the Regulation and
Conduct of the Affairs of the Corporation

Section 8.1. Powers. To carry out the purposes set forth above, the Corporation shall have the powers enumerated in the Act, as the same may be amended from time to time; provided, however, that notwithstanding any other provision of these Articles or any provision of said Act or any other law, the Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall a substantial part of its activities consist of carrying on propaganda or otherwise attempting to influence legislation except as otherwise provided in accordance with Section 501(h); 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 (or 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law).

Section 8.2. Restriction Upon Inurement of Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private individuals, 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 Article II hereof.

Section 8.3. Restriction Upon Acceptance of Gifts and Contributions. 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 8.4. Dissolution. Upon dissolution, the net assets of the Corporation shall be transferred to such nonprofit corporation or corporations which are in existence at such time, and which are organized at such time for purposes substantially the same as those of the Corporation, and which qualify at such time as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law), as the Board of Directors of the Corporation may determine. Any such assets not so disposed of by the Board of

Directors shall be disposed of by the Judge of the Circuit Court of Hamilton County, Indiana, exclusively for such purposes which are substantially similar to the Corporation's primary purposes as set forth in Article II hereof, and to an organization or organizations that are, at the time of such distribution, organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purposes then qualify such organization or organizations for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code. No Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution or complete liquidation of the Corporation.

Section 8.5. 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law).

Section 8.6. Prohibited Transactions. If at any time it is determined by the Internal Revenue Service that the Corporation is determined to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law), it 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law);
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law); or
- (d) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law).

Section 8.7. Interest 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 are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors or employees, or in which they 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 such Director's 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 8.8. Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any individual made a party to any action, suit or proceeding by reason of the fact that such individual is or was a director, officer, employee or agent of the Corporation against all liability and reasonable expense incurred or suffered by such individual in connection therewith, if:

- (a) the individual's conduct was in good faith; and
- (b) the individual reasonably believed:
 - (i) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interests; and
 - (ii) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and
- (c) in the case of any criminal proceeding, the individual either:
 - (i) had reasonable cause to believe the individual's conduct was lawful; or
 - (ii) had no reasonable cause to believe the individual's conduct was unlawful.

The terms used in this Section 8.8 shall have the same meaning as set forth in IC 23-17 et seq. Nothing contained in this Section shall limit or preclude the ability of the Corporation to otherwise indemnify or to advance expenses to any director, officer, employee or agent.

The rights of indemnification, reimbursement and advance payments set forth above shall not be deemed exclusive of any other rights to which such individual may be entitled apart from the provisions of this Section, and shall inure to the benefit of the heirs and legal representatives of such individual. 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 benefits.

Section 8.9. Code of By-Laws. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal a Code of By-Laws providing for the internal regulation and conduct of the affairs of the Corporation, provided that at least a number of Directors equal to eighty

percent (80%) of the Board of Directors votes affirmatively for such action at a special meeting expressly called for this purpose.

IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Incorporation as of this ____ day of February, 2020.

A handwritten signature in dark ink, appearing to read 'D. Haney', written over a horizontal line.

Douglas C. Haney, Incorporator