

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARMEL CHRISTKINDLMARKT, INC.

Carmel Christkindlmarkt, Inc. (the "Corporation") is governed by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

ARTICLE I

Name

The name of the Corporation is Carmel Christkindlmarkt, 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 may qualify 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. To conduct educational and cultural activities in Germanic culture through lectures, story-telling, discussions, musical performances, cultural presentations, and an annual Christkindlmarkt festival, and in this manner providing instruction to the public on subjects that are useful to individuals and beneficial to the community, with the activities to be generally conducted by teachers, musicians, actors, and other knowledgeable and qualified individuals and open to the public free of charge, and shall take place in the City of Carmel, Indiana; and
- b. To transact any and all other lawful business for which a non-profit corporation may be incorporated and operate under the Act and may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the foregoing purposes of the Corporation.

Notwithstanding the foregoing, the Corporation is organized, and at all times thereafter will be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the City of Carmel, Indiana. Nothing in these Articles empowers the Corporation to engage in activities which are not in furtherance of the above-mentioned purposes, and the

Corporation may not operate to support or benefit organizations other than the City of Carmel, Indiana.

ARTICLE III
Period of Existence

The Corporation shall have perpetual existence.

ARTICLE IV
Membership

The Corporation shall have no members.

ARTICLE V
Directors

Section 5.1. Number of Directors. The number of directors shall be as specified or fixed in accordance with the Bylaws of the Corporation; provided, however, that the minimum number of directors shall be three (3). The Mayor of the City of Carmel, Indiana, in the Mayor's sole discretion, shall have the right to appoint all directors. Authority regarding removal, resignation and filling of vacancies shall be as set forth in the Bylaws of the Corporation.

Section 5.2. Term of Directors. The term of office of a director shall be as specified in the Bylaws of the Corporation.

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

Section 6.1. 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; 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 (the “Code”), or the corresponding provision of any future Federal tax law, or by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding provision of any future Federal tax law.

Section 6.2. 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 6.3. 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 6.4. Dissolution. In the event of the complete liquidation or dissolution of the Corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to the City of Carmel exclusively for such public purposes that are consistent with the purposes of the Corporation. Any assets not so disposed of shall be distributed for charitable or educational purposes to such organization or organizations as shall at the time qualify as an exempt organization under Code Section 501(c)(3), or corresponding provision of any subsequent Federal tax law, as the Board of Directors shall determine. .

Section 6.5. 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 6.5 shall have the same meaning as set forth in IC 2317 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.

ARTICLE VII

Amendment of the Articles of Incorporation

The Board of Directors of the Corporation shall have the power to amend these Articles of Incorporation by a majority vote of the directors then in office; provided, however, that any change to these Articles of Incorporation that impacts the Corporation's status as a supporting organization under Code Section 509(a)(3) or the Mayor of Carmel's rights with respect to the Corporation must also be approved in writing by the Mayor of the City of Carmel, including but not limited to the following provisions: Article II, Article V, Section 6.4, or Article VII.