

June 1, 2017

VIA CERTIFIED MAIL

Internal Revenue Service
P.O. Box 12192
Covington, KY 41012-0192

Re: Carmel Christkindlmarkt, Inc. (the "Corporation")
EIN: 82-1460659

Dear Sir or Madam:


On behalf of the Corporation, enclosed are the following documents:

1. A check payable to the United States Treasury in the amount of \$850.00 in payment of the user fee;
2. Form 1023 Checklist;
3. Form 2848, Power of Attorney and Declaration of Representative;
4. Form 1023, Application for Recognition of Exemption;
5. Articles of Incorporation and Amended and Restated Articles of Incorporation;
6. Bylaws; and
7. All other Attachments for Form 1023.

Please contact me if you have any questions.

Very truly yours,

ICE MILLER LLP



Ryan W. Waggoner

RWW/ch

Form 1023 Checklist

(Revised December 2013)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes <input checked="" type="checkbox"/> No ___ | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- ☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Page 1, Art. II, P a
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 3, Art. VII, 7.4
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
- Signature at Part XI of Form 1023.
- ☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

**Power of Attorney
and Declaration of Representative**

OMB No. 1545-0150

For IRS Use Only

Received by:

Name

Telephone

Function

Date / /

► Information about Form 2848 and its instructions is at www.irs.gov/form2848.

Part I Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address

Taxpayer identification number(s)

82-1460659

Daytime telephone number

(317) 571-2472

Plan number (if applicable)

Carmel Christkindlmarkt, Inc.

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

Douglas C. Haney
City of Carmel
One Civic Square
Carmel, Indiana 46032

Check if to be sent copies of notices and communications ☒

CAF No.

PTIN

Telephone No. (317) 571-2472

Fax No. (317) 571-2484

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

Ryan W. Waggoner
Ice Miller LLP
One American Square, Suite 2900
Indianapolis, Indiana 46282

Check if to be sent copies of notices and communications ☒

CAF No.

PTIN

Telephone No. (317) 236-2167

Fax No. (317) 592-4766

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

(Note: IRS sends notices and communications to only two representatives.)

Name and address

CAF No.

PTIN

Telephone No.

Fax No.

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

(Note: IRS sends notices and communications to only two representatives.)

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

- 3 Acts authorized (you are required to complete this line 3).** With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)

Tax Form Number
(1040, 941, 720, etc.) (if applicable)

Year(s) or Period(s) (if applicable)
(see instructions)

Income

Form 1023

2017-2020

- 4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the Instructions for Line 4. **Specific Use Not Recorded on CAF** ☐

- 5a Additional acts authorized.** In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see Instructions for line 5a for more information):

☐ Authorize disclosure to third parties; ☐ Substitute or add representative(s); ☐ Sign a return; _____

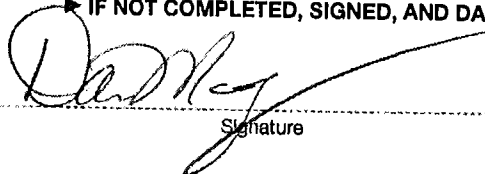
☐ Other acts authorized: _____

- b Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability. List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b):

- 6 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐ **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

- 7 Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the legal authority to execute this form on behalf of the taxpayer.

► **IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.**

 Signature May 26, 2017 President Date Title (if applicable)

Dan McFeely

Print Name

Print name of taxpayer from line 1 if other than individual

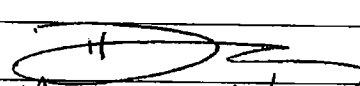
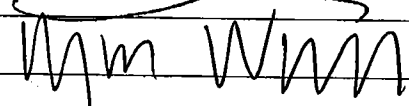
Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—licensed to practice as a certified public accountant is active in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). See **Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
 - k Student Attorney or CPA—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► **IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.**

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation— Insert above letter (a–r).	Licensing jurisdiction (State) or other licensing authority (if applicable).	Bar, license, certification, registration, or enrollment number (if applicable).	Signature	Date
a	Indiana	11207-49		05-25-17
a	Indiana	31552-49		5-29-17

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

(00)

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

► (Use with the June 2006 revision of the Instructions for Form 1023 and the current Notice 1382)

Use the Instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document) Carmel Christkindlmarkt, Inc.		2 c/o Name (if applicable)
3 Mailing address (Number and street) (see Instructions) One Civic Square	Room/Suite	4 Employer Identification Number (EIN) 82-1460659
City or town, state or country, and ZIP + 4 Carmel, Indiana 46032		5 Month the annual accounting period ends (01 - 12) 12
6 Primary contact (officer, director, trustee, or authorized representative) a Name: Ryan W. Waggoner		b Phone: (317) 236-2167 c Fax: (optional) (317) 592-4768
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
9a Organization's website:		
b Organization's email: (optional)		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 04 / 25 / 2017		
12 Were you formed under the laws of a foreign country? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.		

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☒ **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article II, Paragraph A** ☒
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 3, Article VII, Section 7.4**
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Karen Poyser	Director	One Civic Square Carmel, Indiana 46032	\$0
Martin Baler	Director	One Civic Square Carmel, Indiana 46032	\$0
Dan McFeely	Director	One Civic Square Carmel, Indiana 46032	\$0

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Please see attached.			

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Please see attached.			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No
- b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ Yes ☐ No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ Yes ☐ No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ Yes ☐ No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
-
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ Yes ☐ No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
-
- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ Yes ☒ No
-
- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ Yes ☒ No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ Yes ☒ No
-
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☐ Yes ☒ No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
-
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ Yes ☒ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** Describe any written or oral arrangements you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f** Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ **Yes** ☐ **No**
- b** In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ **Yes** ☐ **No**
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ **Yes** ☒ **No**
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☒ **Yes** ☐ **No**

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1** Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ **Yes** ☒ **No**
- 2** Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ **Yes** ☒ **No**

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1** Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ **Yes** ☒ **No**
- 2a** Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ **Yes** ☒ **No**
- b** Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ **Yes** ☒ **No**
- 3a** Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ **Yes** ☒ **No**
- b** Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ **Yes** ☒ **No**
- c** List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See Instructions.) ☒ **Yes** ☐ **No**

- | | |
|---|--|
| <input checked="" type="checkbox"/> mail solicitations | <input type="checkbox"/> phone solicitations |
| <input checked="" type="checkbox"/> email solicitations | <input type="checkbox"/> accept donations on your website |
| <input checked="" type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input checked="" type="checkbox"/> government grant solicitations |
| <input type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**

5 Are you **affiliated** with a governmental unit? If "Yes," explain. ☒ **Yes** ☐ **No**

6a Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ **Yes** ☒ **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see Instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see Instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the Instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☐ **Yes** ☒ **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
-
- 12a** Do you or will you operate in a foreign country or countries? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ Yes ☒ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☐ Yes ☒ No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ Yes ☐ No
- d** Identify each recipient organization and any relationship between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i) Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☐ No
- (ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☐ No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ Yes ☒ No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

Part VIII Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain. ☒ **Yes** ☐ **No**
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. ☐ **Yes** ☒ **No**
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. ☐ **Yes** ☒ **No**
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. ☐ **Yes** ☒ **No**
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. ☐ **Yes** ☒ **No**
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. ☐ **Yes** ☒ **No**
- 21 Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F. ☐ **Yes** ☒ **No**
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. ☐ **Yes** ☒ **No**

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From 4/1/17 To 3/31/18	(b) From 4/1/18 To 3/31/19	(c) From 4/1/19 To 3/31/20	(d) From To	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	\$200,000	\$200,000	\$200,000		\$600,000
	2 Membership fees received	\$0	\$0	\$0		\$0
	3 Gross investment income	\$6,000	\$6,000	\$6,000		\$18,000
	4 Net unrelated business income	\$0	\$0	\$0		\$0
	5 Taxes levied for your benefit	\$0	\$0	\$0		\$0
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	\$20,000	\$20,000	\$20,000		\$60,000
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	\$0	\$0	\$0		\$0
	8 Total of lines 1 through 7	\$226,000	\$226,000	\$226,000		\$678,000
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	\$20,000	\$20,000	\$20,000		\$60,000
	10 Total of lines 8 and 9	\$246,000	\$246,000	\$246,000		\$738,000
Expenses	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	\$0	\$0	\$0		\$0
	12 Unusual grants	\$0	\$0	\$0		\$0
	13 Total Revenue Add lines 10 through 12	\$246,000	\$246,000	\$246,000		\$738,000
	14 Fundraising expenses	\$10,000	\$10,000	\$10,000		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	\$0	\$0	\$0		
	16 Disbursements to or for the benefit of members (attach an itemized list)	\$0	\$0	\$0		
	17 Compensation of officers, directors, and trustees	\$0	\$0	\$0		
	18 Other salaries and wages	\$0	\$0	\$0		
	19 Interest expense	\$0	\$0	\$0		
	20 Occupancy (rent, utilities, etc.)	\$0	\$0	\$0		
	21 Depreciation and depletion	\$0	\$0	\$0		
	22 Professional fees	\$10,000	\$10,000	\$10,000		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	\$150,000	\$150,000	\$150,000		
	24 Total Expenses Add lines 14 through 23	\$170,000	\$170,000	\$170,000		

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)		Year End:
Assets		(Whole dollars)
1 Cash	1	N/A
2 Accounts receivable, net	2	
3 Inventories	3	
4 Bonds and notes receivable (attach an itemized list)	4	
5 Corporate stocks (attach an itemized list)	5	
6 Loans receivable (attach an itemized list)	6	
7 Other investments (attach an itemized list)	7	
8 Depreciable and depletable assets (attach an itemized list)	8	
9 Land	9	
10 Other assets (attach an itemized list)	10	
11 Total Assets (add lines 1 through 10)	11	
Liabilities		
12 Accounts payable	12	
13 Contributions, gifts, grants, etc. payable	13	
14 Mortgages and notes payable (attach an itemized list)	14	
15 Other liabilities (attach an itemized list)	15	
16 Total Liabilities (add lines 12 through 15)	16	
Fund Balances or Net Assets		
17 Total fund balances or net assets	17	
18 Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	
19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See Instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. ☐ Yes ☒ No

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☒

Part X Public Charity Status (Continued)

- e** 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f** 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g** 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☐
- h** 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i** A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the Instructions to determine which type of ruling you are eligible to receive.

- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

- (i) **(a)** Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
- (b)** Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐
- (ii) **(a)** For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐
- (b)** For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☒ No

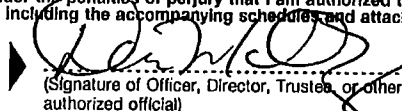
Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$850. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$400. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No
If "Yes," check the box on line 2 and enclose a user fee payment of \$400 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$850 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$400 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$850 (Subject to change). ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here


(Signature of Officer, Director, Trustee, or other
authorized official)

DAN MCFEELEY
(Type or print name of signer)

MAY 26, 2017
(Date)

PRESIDENT
(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 12-2013)

Schedule D. Section 509(a)(3) Supporting Organizations**Section I Identifying Information About the Supported Organization(s)**

- 1 State the names, addresses, and EINs of the supported organizations. If additional space is needed, attach a separate sheet.

Name	Address	EIN
City of Carmel	One Civic Square Carmel, Indiana 46032	35-6000972
		-

- 2 Are all supported organizations listed in line 1 public charities under section 509(a)(1) or (2)? If "Yes," go to Section II. If "No," go to line 3. ☒ Yes ☐ No

- 3 Do the supported organizations have tax-exempt status under section 501(c)(4), 501(c)(5), or 501(c)(6)? ☐ Yes ☒ No

If "Yes," for each 501(c)(4), (5), or (6) organization supported, provide the following financial information:

- Part IX-A. Statement of Revenues and Expenses, lines 1-13 and
- Part X, lines 6b(ii)(a), 6b(ii)(b), and 7.

If "No," attach a statement describing how each organization you support is a public charity under section 509(a)(1) or (2).

Section II Relationship with Supported Organization(s)—Three Tests

To be classified as a supporting organization, an organization must meet one of three relationship tests:

Test 1: "Operated, supervised, or controlled by" one or more publicly supported organizations, or

Test 2: "Supervised or controlled in connection with" one or more publicly supported organizations, or

Test 3: "Operated in connection with" one or more publicly supported organizations.

- 1 Information to establish the "operated, supervised, or controlled by" relationship (Test 1)
Is a majority of your governing board or officers elected or appointed by the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," continue to line 2. ☒ Yes ☐ No
- 2 Information to establish the "supervised or controlled in connection with" relationship (Test 2)
Does a majority of your governing board consist of individuals who also serve on the governing board of the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," go to line 3. ☐ Yes ☐ No
- 3 Information to establish the "operated in connection with" responsiveness test (Test 3)
Are you a trust from which the named supported organization(s) can enforce and compel an accounting under state law? If "Yes," explain whether you advised the supported organization(s) in writing of these rights and provide a copy of the written communication documenting this; go to Section II, line 5. If "No," go to line 4a. ☐ Yes ☐ No
- 4 Information to establish the alternative "operated in connection with" responsiveness test (Test 3)
- a Do the officers, directors, trustees, or members of the supported organization(s) elect or appoint one or more of your officers, directors, or trustees? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4b. ☐ Yes ☐ No
- b Do one or more members of the governing body of the supported organization(s) also serve as your officers, directors, or trustees or hold other important offices with respect to you? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4c. ☐ Yes ☐ No
- c Do your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of the supported organization(s)? If "Yes," explain and provide documentation. ☐ Yes ☐ No
- d Do the supported organization(s) have a significant voice in your investment policies, in the making and timing of grants, and in otherwise directing the use of your income or assets? If "Yes," explain and provide documentation. ☐ Yes ☐ No
- e Describe and provide copies of written communications documenting how you made the supported organization(s) aware of your supporting activities.

Schedule D. Section 509(a)(3) Supporting Organizations (Continued)**Section II Relationship with Supported Organization(s)—Three Tests (Continued)**

- 5** Information to establish the "operated in connection with" integral part test (Test 3)
Do you conduct activities that would otherwise be carried out by the supported organization(s)? If "Yes," explain and go to Section III. If "No," continue to line 6a. ☐ Yes ☐ No
- 6** Information to establish the alternative "operated in connection with" integral part test (Test 3)
a Do you distribute at least 85% of your annual **net income** to the supported organization(s)? If "Yes," go to line 6b. (See instructions.) ☐ Yes ☐ No
If "No," state the percentage of your income that you distribute to each supported organization. Also explain how you ensure that the supported organization(s) are attentive to your operations.
b How much do you contribute annually to each supported organization? Attach a schedule.
c What is the total annual revenue of each supported organization? If you need additional space, attach a list.
d Do you or the supported organization(s) **earmark** your funds for support of a particular program or activity? If "Yes," explain. ☐ Yes ☐ No
- 7a** Does your organizing document specify the supported organization(s) by name? If "Yes," state the article and paragraph number and go to Section III. If "No," answer line 7b. ☒ Yes ☐ No
b Attach a statement describing whether there has been an historic and continuing relationship between you and the supported organization(s).

Section III Organizational Test

- 1a** If you met relationship Test 1 or Test 2 in Section II, your organizing document must specify the supported organization(s) by name, or by naming a similar purpose or charitable class of beneficiaries. If your organizing document complies with this requirement, answer "Yes." If your organizing document does not comply with this requirement, answer "No," and see the instructions. ☒ Yes ☐ No
- b** If you met relationship Test 3 in Section II, your organizing document must generally specify the supported organization(s) by name. If your organizing document complies with this requirement, answer "Yes," and go to Section IV. If your organizing document does not comply with this requirement, answer "No," and see the instructions. ☐ Yes ☐ No

Section IV Disqualified Person Test

You do not qualify as a supporting organization if you are **controlled** directly or indirectly by one or more **disqualified persons** (as defined in section 4946) other than **foundation managers** or one or more organizations that you support. Foundation managers who are also disqualified persons for another reason are disqualified persons with respect to you.

- 1a** Do any persons who are disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons. ☐ Yes ☒ No
- b** Do any persons who have a family or business relationship with any disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which individuals with a family or business relationship with disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons, the individuals with a family or business relationship with disqualified persons, and the foundation managers appointed, and (3) explain how control is vested over your operations (including assets and activities) in individuals other than disqualified persons. ☐ Yes ☒ No
- c** Do any persons who are disqualified persons, (except individuals who are disqualified persons only because they are foundation managers), have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons. ☐ Yes ☒ No

Carmel Christkindlmarkt, Inc.
One Civic Square
Carmel, Indiana 46032
EIN: 82-1460659
Form 1023

Part I, Line 7 – Authorized Representatives

The following individuals will serve as authorized representatives of Carmel Christkindlmarkt, Inc. (the “Corporation”), as provided on the attached Form 2848, Power of Attorney and Declaration of Representative:

Douglas C. Haney
City of Carmel
One Civic Square
Carmel, Indiana 46032

Ryan W. Waggoner
Ice Miller LLP
One American Square, Suite 2900
Indianapolis, IN 46282-0200

Part IV – Narrative Description of Activities

The Corporation was incorporated as an Indiana nonprofit corporation on April 25, 2017. Article II of the Corporation’s Articles of Incorporation (the “Articles”) provides that the Corporation is organized and at all times will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). No part of the Corporation’s net earnings will inure to the benefit of any director or officer of the Corporation. Furthermore, no part of the Corporation’s net earnings will inure to the benefit of any other private individual, except for payments and distributions in furtherance of the Corporation’s charitable, educational or other purposes.

The Corporation’s charitable purposes, as set forth in Article II of its Articles, are as follows:

- (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 be open to the public 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 Indiana Nonprofit Corporation Act and may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the foregoing purposes of the Corporation.

Carmel Christkindlmarkt, Inc.
One Civic Square
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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. Nothing in the Corporation's 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.

As evidenced by the foregoing, the Corporation was organized to enrich the community by providing a variety of educational programs focused on Germanic culture, history, traditions, and celebrations. The Corporation anticipates engaging thousands of community members each year through lectures, performances, and an annual Christkindlmarkt festival designed to develop and promote a greater understanding and appreciation for Germanic culture. All Corporation programs will be open to the general public and free of charge.

Legal Basis for Tax Exemption

Code Section 501(c)(3) provides that an organization that is, among other requirements, organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, is exempt from taxation. Treasury Regulation § 1.501(c)(3)-1(d)(2) provides that the term "charitable" is used in its generally accepted legal sense and is, therefore, not to be construed as limited by the separate enumeration in Code Section 501(c)(3) of other tax exempt purposes which may fall within the broad outlines of "charity."

Treasury Regulation § 1.501(c)(3)-1(d)(3) defines the term "educational" as relating to the instruction or training of the individual for the purpose of improving or developing his capabilities, or the instruction of the public on subjects useful to the individual and beneficial to the community. The Corporation's efforts to educate individuals by providing Germanic-focused cultural activities and programs serve to advance educational purposes within the meaning of Treasury Regulation § 1.501(c)(3)-1(d)(3). Moreover, the Internal Revenue Service (the "Service") has determined that educational organizations that provide instruction of individuals through forums and lectures satisfy an educational purpose, irrespective of whether a degree is granted. Treas. Reg. § 1.501(c)(3)-1(d)(3)(ii), Example 2. These types of activities (lectures, discussions, presentations, etc.) are a central component of the Corporation's programs.

Additionally, the Corporation's activities are aligned with those discussed in Revenue Ruling 65-271, in which the Service determined that developing and promoting an appreciation of a particular style of music through presentations and festivals furthered an educational purpose. The mission of the Corporation is similar to the discussion contained within the Revenue Ruling, as it will seek to develop and promote a public appreciation for Germanic

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culture through presentations, lectures, and festivals. Like the activities contained in Revenue Ruling 65-271, the Corporation's activities further an educational purpose.¹

Finally, the Corporation provides no private benefit to any one particular group, company or industry sector. As mentioned above, all programming is open to all individuals seeking this type of educational opportunity. Based on the foregoing reasons, the Corporation is an organization described in Code Section 501(c)(3).

Part V, Line 1b – Employees

The Corporation is in its formative stages and has not hired any employees. However, if the Corporation does enter into any employment agreements with an employee whose compensation will be in excess of \$50,000, any such agreement will be entered into pursuant to the Corporation's Conflict of Interest Policy, as described herein, and the Corporation's Intermediate Sanctions Policy, a copy of which is attached hereto. Terms will thus be negotiated at arm's length and reflect fair market value.

Part V, Line 1c – Independent Contractors

The Corporation is in its formative stages and has not selected any independent contractors. However, if the Corporation does contract with independent contractors whose compensation will be in excess of \$50,000, any such independent contractor arrangements will be entered into pursuant to the Corporation's Conflict of Interest Policy, as described herein, and the Corporation's Intermediate Sanctions Policy, a copy of which is attached hereto. Terms will thus be negotiated at arm's length and reflect fair market value.

Part V, Line 3a – Qualifications, Hours Worked, and Duties of Officers and Directors

Karen Poyser has worked as an educational instructor, as a public art consultant, and as the co-owner of a fine arts foundry. She is a graduate of both Indiana University and Purdue University. Ms. Poyser anticipates devoting roughly five hours per month towards her duties as an officer and director of the Corporation, which include attending all regular meetings of the Board of Directors and otherwise assisting the Corporation in carrying out its charitable purposes.

Martin Baier is the President and CEO of The International Center, an organization that serves Indiana as a catalyst for international growth and as a guide to the world's cultural landscape. Prior to his role as President and CEO, Mr. Baier served as the Center's Vice President for Programs and Services for six years. He is a graduate of the University of

¹ See also Rev. Rul. 67-216 (holding that a nonprofit organization formed and operated exclusively to instruct the public on agricultural matters by conducting annual public fairs and exhibitions of livestock, poultry, and farm products qualifies for exemption from federal income tax under Code Section 501(c)(3)) and Rev. Rul. 75-471, (holding that a nonprofit organization formed to promote the art of filmmaking by conducting annual film festivals is exempt).

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Duisburg-Essen. Mr. Baier anticipates devoting roughly five hours per month towards his duties as an officer and director of the Corporation, which include attending all regular meetings of the Board of Directors and otherwise assisting the Corporation in carrying out its charitable purposes.

Dan McFeely is a Carmel, Indiana, writer, communications business owner, book editor and a former professional journalist at The Indianapolis Star. He is a graduate of St. Joseph's College and Marian University. Mr. McFeely anticipates devoting roughly five hours per month towards his duties as an officer and director of the Corporation, which include attending all regular meetings of the Board of Directors and otherwise assisting the Corporation in carrying out its charitable purposes.

Part V, Line 5a –Conflict of Interest Policy

The Board of Directors of the Corporation adopted the Conflict of Interest Policy as reflected in Section 7.5 of Article VII of the attached Articles of Incorporation.

Part VI, Line 1–Provision of Goods, Services, and Funds to Individuals and other Organizations

The Corporation plans to facilitate educational programming and festivals in the City of Carmel. These events will be open to the public, including any individuals and organizations interested in these educational opportunities. For more information, please see Part IV of this Application.

Part VI, Line 3–Provision of Goods, Services, and Funds to Related Individuals

As discussed above, the Corporation's programs will be open to all members of the general public, including individuals related to the Corporation's Board of Directors. Again, these programs will be free to the public. For more information, please see Part IV of this Application.

Part VIII, Line 4– Fundraising Activities

The Corporation anticipates that it will engage in fundraising. Fundraising will likely be centered in Indiana, but the Corporation may seek grants and other funding from grantmakers across the country. The Corporation does not anticipate hiring a professional fundraiser. However, if the Corporation does engage a professional fundraiser, any such arrangements will be entered into pursuant to the Corporation's Conflict of Interest Policy, as described herein, and the Corporation's Intermediate Sanctions Policy, a copy of which is attached hereto. Terms will thus be negotiated at arm's length and reflect fair market value.

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Part VIII, Line 5 – Affiliated with a Governmental Unit

The Corporation is affiliated with the City of Carmel, Indiana. The Corporation was organized to support the City of Carmel, and the Corporation's Board of Directors is appointed by the Mayor of the City of Carmel.

Part VIII, Line 15 – Close Connection

As discussed above, the Corporation has a close connection to the City of Carmel, Indiana.

Part IX, Part A, Line 9 – Revenue From Exempt Activity

The Corporation anticipates that it will receive revenue through renting booth space to vendors at the Corporation's Germanic festivals. The Corporation anticipates that it will structure these rental agreements so that vendor payment is based on a percentage of vendor gross receipts.² The Corporation is in its formative stages and has not selected vendors or entered into any agreements at this time.

Part IX, Part A, Line 23 – Expenses Not Otherwise Classified

	2017	2018	2019
Advertising for Programs and Festivals	\$50,000	\$50,000	\$50,000
Festival Expenses	\$75,000	\$75,000	\$75,000
Program and Lecture Expenses	\$25,000	\$25,000	\$25,000

Schedule D., Section II, Line 1 – Relationship with Supported Organization

Article VI of the Corporation's Articles provides that all of the directors of the Corporation are appointed by the Mayor of Carmel on behalf of the City.

² This type of vendor fee agreement is permissible. See, e.g., TAM 9217001 (analyzing potential UBIT implications of exempt organization's otherwise permissible structure of charging a ten percent commission on all gross receipts from booths rented to for-profit vendors by the exempt organization).

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
04/25/2017 04:52 PM

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID 201704251192553
BUSINESS TYPE Domestic Nonprofit Corporation
BUSINESS NAME CARMEL CHRISTKINDLMARKT, INC.
PRINCIPAL OFFICE ADDRESS One Civic Square, Carmel, IN, 46032, USA

ARTICLE II - REGISTERED OFFICE AND ADDRESS

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

ARTICLE III - PERIOD OF DURATION AND EFFECTIVE DATE

PERIOD OF DURATION Perpetual
EFFECTIVE DATE 04/25/2017

ARTICLE IV - PRINCIPAL(S)

TITLE	President
NAME	Jeff Worrell
ADDRESS	12550 Scottish Bend, Carmel, IN, 46033, USA
TITLE	Secretary
NAME	Martin Baier
ADDRESS	11702 Forest Park Lane, Carmel, IN, 46033, USA
TITLE	Treasurer
NAME	Martin Baier
ADDRESS	11702 Forest Park Lane, Carmel, IN, 46033, USA
TITLE	Vice President
NAME	Karen Poyser
ADDRESS	4936 Regency Place, Carmel, IN, 46033, USA

ARTICLE V - INCORPORATOR(S)

NAME	Douglas C Haney
ADDRESS	One 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. 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 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.

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

WILL THE CORPORATION HAVE MEMBERS? No

DISTRIBUTION OF ASSETS

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.

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
04/25/2017 04:52 PM

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 **April 25, 2017**

SIGNATURE

Douglas C Haney

TITLE

Incorporator

Business ID : 201704251192553

Filing No : 7583248

ARTICLES OF INCORPORATION

OF

CARMEL CHRISTKINDLMARKT, 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 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. 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 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.

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 One Civic Square, Carmel, Indiana 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>
Karen Poyser	4936 Regency Place, Carmel, Indiana 46033
Martin Baier	11702 Forest Park Lane, Carmel, Indiana 46033
Jeff Worrell	12550 Scottish Bend, Carmel, Indiana 46033

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 summarily 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, One Civic Square, Carmel, Indiana 46032.

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; 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.

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. 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 8.7. 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 8.7 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 8.8. 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 the majority of the Board of Directors votes affirmatively for such action.

IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Incorporation as of this 25th day of April, 2017.

A handwritten signature in black ink, appearing to read 'Douglas C. Haney', written over a horizontal line.

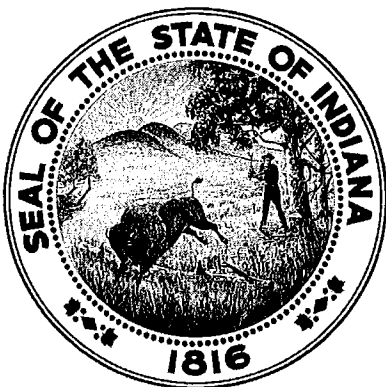
Douglas C. Haney, Incorporator

State of Indiana
Office of the Secretary of State

Certificate of Amended and Restated Articles
of
CARMEL CHRISTKINDLMARKT, INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that Amended and Restated Articles 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 Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective
Wednesday, May 31, 2017.



In Witness Whereof, I have caused to be affixed my
signature and the seal of the State of Indiana, at the City
of Indianapolis, June 01, 2017

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

201704251192553 / 7615358

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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

CARMEL CHRISTKINDLMARKT, INC.

Carmel Christkindlmarkt, Inc. (the "Corporation") is governed by the applicable provisions of 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 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 One Civic Square, Carmel, Indiana 46032.

☒ By checking the box, the undersigned 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. Term of Directors. Directors of the Corporation shall be appointed for terms of one year.

Section 6.3. Removal of Directors. Any and all Directors of the Corporation may be summarily removed at any time, with or without cause, by the Mayor of the City of Carmel, Indiana.

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

Section 7.1. 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 7.2. 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 7.3. 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 7.4. 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.

Section 7.5. 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 7.6. 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 7.6 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 7.7 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 the majority of the Board of Directors votes affirmatively for such action.

**BYLAWS
OF
CARMEL CHRISTKINDLMARKT, INC.**

ARTICLE I

Board of Directors

Section 1.1. Duties and Qualifications. The business and affairs of Carmel Christkindlmarkt, Inc. (the "Corporation") shall be managed by the Board of Directors.

Section 1.2. Number, Term, and Appointment. The Board of Directors shall consist of a minimum of three (3) directors and a maximum of fifteen (15) directors, with the exact number of directors specified from time to time by resolution of the Board of Directors. As provided in the Corporation's Articles of Incorporation, on behalf of the City of Carmel (the "Supported Organization"), the Mayor of the City of Carmel shall appoint all of the members of the Board of Directors. Each director shall serve for a term of one (1) year. Directors may serve consecutive terms. Despite the expiration of a director's term, the director continues to serve until a successor is appointed and qualifies, or until there is a decrease in the number of directors.

Section 1.3. Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise shall be filled by Mayor of the City of Carmel on behalf of the Supported Organization.

Section 1.4. Removal. As provided in the Corporation's Articles of Incorporation, any director may be removed, with or without cause, by the Mayor of the City of Carmel on behalf of the Supported Organization by providing written notice of the removal to the director and the President or Secretary of the Corporation.

Section 1.5. Resignation. A director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at the time specified in the resignation, whichever is later. Unless otherwise specified in the resignation, no acceptance of such resignation shall be necessary to make it effective.

Section 1.6. Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall meet during the first quarter of each year for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of an annual meeting.

Section 1.7. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the presiding officer of the Board of Directors, the President, or thirty five percent (35%) of the directors then

in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by regular mail, electronic mail, facsimile transmission or telephone. The persons authorized to call a special meeting, the time of notice, content of notice and delivery of notice may be changed; the preceding recites the statutory requirements in the absence of a provision for call and notice of meeting. Oral notice is authorized. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or Corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 1.8. Participation. A director may participate in an annual, a regular or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 1.9. Quorum; Voting. One-third (1/3) of the directors in office when action is taken, but in no event fewer than two (2) directors, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 1.10. Action by Consent.

(a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

(b) Subject to satisfying the requirements provided in Section 1.10(a), the Board of Directors may take any action electronically as contemplated by the Indiana Uniform Electronic Transactions Act ("UETA"). For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the Board of Directors can be undertaken via email, or other electronic record communication, if the written board consent setting forth the action to be taken is circulated to all Board members via email, or other electronic record communication, and the directors indicate their approval unanimously by return email or other approved electronic record communication. The Corporation shall confirm with each director the electronic address or addresses, such as an email address or text message number, for that director to be used for purposes of sending and receiving email, text or other electronic record communications, and for the purpose of notices to and from the Corporation, and shall maintain such information as part of the Corporation's current records, which may be maintained electronically. The Corporation shall provide its electronic address, and the electronic addresses

of the other members of the Board of Directors, to be used for purposes of taking such action. The Board of Directors may provide for any particular requirements, method or means for taking action electronically and for notices to and from the Corporation and its directors, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

Section 1.11. Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

ARTICLE II

Officers

Section 2.1. Officers and Qualifications. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The officers shall be chosen by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section 2.2. Terms of Office. Each officer of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until a successor shall be duly elected and qualified, or until resignation, removal or death.

Section 2.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 2.4. Removal. Any officer of the Corporation may be removed, with or without cause, at any time by the Board of Directors.

Section 2.5. Compensation. The officers of the Corporation shall receive no compensation for their services in such offices.

ARTICLE III

Powers and Duties of Officers

Section 3.1. President. The President, if present, shall preside at all meetings of the Board of Directors. At each annual meeting of directors, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 3.2. Vice President. Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

Section 3.3. Secretary. The Secretary shall attend all meetings of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 3.4. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the directors, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 3.5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

ARTICLE IV

Miscellaneous

Section 4.1. Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 4.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President, Vice President, or Treasurer and, if required, attested by the Secretary or an assistant secretary.

Section 4.3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

ARTICLE V

Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

MTB

Secretary's Initials

Date: May, 25, 2017

**EXECUTIVE COMPENSATION AND INTERMEDIATE SANCTIONS POLICY
OF
CARMEL CHRISTKINDLMARKT, INC.**

Section 1. Introduction and Purpose. This executive compensation and intermediate sanctions policy ("Policy") is hereby established by Carmel Christkindlmarkt, Inc. (the "Corporation") to ensure that its compensation arrangements with related parties are evaluated and entered at arms' length and that any compensation that is paid to a related party is reasonable and reflects fair market value.

More specifically, this Policy is intended to manage and avoid any transaction that would constitute an "excess benefit transaction" as that term is defined in Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation is an Indiana nonprofit corporation and is exempt from federal income tax as an organization described in Code Section 501(c)(3). The Corporation is an organization subject to the taxes on excess benefit transactions as set forth in Code Section 4958. Accordingly, it is the intent of the Corporation to avoid any transaction which could give rise to the excise (penalty) taxes imposed by Code Section 4958.

Section 2. Definitions. The following terms as used in this Policy are more fully defined in Code Section 4958 and the Treasury Regulations (the "Regulations") issued pursuant thereto. Key definitions can be summarized as follows:

- a. The term "Disqualified Person" means a person who is or has been in a position to exercise substantial influence over the affairs of the Corporation during the five years ending on the date of the transaction, a member of his or her family, or an entity in which the disqualified person has in excess of thirty-five (35%) percent control. Persons holding the following powers and responsibilities are deemed to be in a position to exercise substantial control over an organization: voting members of the governing body, the president, the chief executive officer, the chief operating officer, the treasurer and the chief financial officer. Others may be in a position to exercise substantial control over the Corporation if the facts and circumstances justify such a conclusion.
- b. The term "Excess Benefit" means the amount by which the value of the economic benefit provided by the Corporation directly or indirectly to or for the use of a Disqualified Person exceeds the consideration received from the Disqualified Person. In other words, an "Excess Benefit" occurs if the Disqualified Person receives better economic terms than the Corporation when they engage in a transaction.
- c. The term "Excess Benefit Transaction" means any transaction in which an economic benefit is provided by the Corporation directly or indirectly to or for the use of any Disqualified Person, if the value of the economic benefit provided exceeds the value of the consideration, including services, received for providing such benefit. In other words, an "Excess Benefit Transaction" is a transaction with economic terms that benefit a Disqualified Person at the expense of the Corporation.

- d. The term "Fixed Payment" means a payment made in exchange for the provision of specified services or property, the amount of which is specified in a contract or determined by a fixed formula specified in a contract. A Fixed Payment may include an amount that depends upon specified future contingencies or events, including revenues generated by the Corporation, provided that no person is permitted to exercise discretion when calculating the amount thereof or determining whether or not to make such payment.

Section 3. General Rule. The Corporation intends to avoid any Excess Benefit Transaction whereby Excess Benefit is bestowed upon a Disqualified Person, as all these terms are defined. Transactions which present the risk of bestowing Excess Benefit will be scrupulously avoided. When a potential risk is identified, the procedures set forth below should be followed to manage the identified risk.

Section 4. Procedures For Establishing A Rebuttable Presumption That A Transaction Is Not An Excess Benefit Transaction. Pursuant to the Regulations issued under Code Section 4958, a rebuttable presumption that a transaction is not an Excess Benefit Transaction may be established. The Board of Directors of the Corporation (the "Board") will endeavor to establish the foregoing presumption by reviewing transactions which raise the risk of Excess Benefit. Persons having a conflict of interest will be excluded from this decision making process. If necessary, a subcommittee which may include directors as well as others who are free of conflict of interest may be formed for this purpose. The Board will accomplish this by complying with the following procedures whenever a potential risk is identified:

- a. The transaction shall be approved in advance by the Corporation's Board, a committee of the Board, or other parties authorized by the Board to act on its behalf (to the extent permitted by state law) composed entirely of individuals who do not have a conflict of interest with respect to the transaction at issue (the "Decision Making Body").
- i. A person has a conflict of interest if that person:
- (1) is a Disqualified Person (or a family member thereof) that is participating in or economically benefiting from the transaction at issue;
 - (2) is in an employment relationship subject to the direction or control of a Disqualified Person (or a family member thereof) that is participating in or economically benefiting from the transaction at issue;
 - (3) receives compensation subject to approval by a Disqualified Person (or a family member thereof) that is participating in or economically benefiting from the transaction at issue;
 - (4) has a material financial interest affected by the transaction; or
 - (5) has previously received, or anticipates receiving, an economic benefit through a transaction approved, or to be approved, by a Disqualified Person (or a family member thereof) that is

participating in or economically benefiting from the transaction at issue.

- b. The Decision Making Body shall obtain and rely upon appropriate data as to the comparability of the terms of the transaction prior to making its decision.
 - i. The Decision Making Body has appropriate comparability data if, considering the knowledge and expertise of its members, it has sufficient information to determine that the transaction in its entirety is reasonable or at fair market value.
 - ii. Relevant information with respect to a compensation transaction includes:
 - (1) compensation paid by similar organizations for functionally comparable positions;
 - (2) the availability of similar services within the geographic area;
 - (3) current compensation surveys performed by independent firms; and
 - (4) written offers from competing entities for the services of the Disqualified Person.
 - iii. If the Corporation's annual gross receipts are less than one million dollars, the Corporation will have considered appropriate comparability data as to a compensation arrangement if it has data on compensation paid by three comparable organizations in the same or similar communities for similar services.
 - iv. Relevant information with respect to a property transaction includes:
 - (1) current independent appraisals; and
 - (2) offers received in a competitive and open bidding process.
- c. The Decision Making Body shall adequately document the basis for its determination concurrently with making that decision.
 - i. Adequate documentation must include:
 - (1) the terms of the transaction approved;
 - (2) the date the transaction is approved;
 - (3) the members of the Decision Making Body present during debate and who participated in voting;
 - (4) the comparability data obtained and relied upon and how it was obtained; and
 - (5) any actions taken by anyone on the Decision Making Body who had a conflict of interest with respect to the transaction.

In the event the Corporation wishes to establish the foregoing presumption with respect to a payment which is not a Fixed Payment, the Corporation will ensure that the procedures described above have been satisfied only after the exact amount of such payment has been

determined, or a fixed formula for calculating the payment has been specified.

To the extent additional guidance is needed by the Decision Making Body in its deliberations, the Regulations under Code Section 4958 and/or legal counsel may be consulted for insight and guidance.

Section 5. Rules Relating To Compensation For Services. If the Corporation intends to compensate a Disqualified Person for services rendered to the Corporation, the Decision Making Body shall clearly indicate its intent to treat the economic benefit as compensation for services by providing written substantiation that is contemporaneous with the payment of the compensation. In addition to the substantiation required by Section 4(c), the Decision Making Body shall develop the following written substantiation with respect to compensation payments to a Disqualified Person:

- a. The Corporation shall report the economic benefit given to the Disqualified Person as compensation on an original Federal tax information return (e.g., Form 990, Form W-2, or Form 1099); or
- b. The Corporation shall reflect its intent that the economic benefit be considered compensation for services through:
 - i. An approved written employment or consulting contract executed on or before the date of the compensation payment; or
 - ii. Written resolutions of the Decision Making Body indicating that it approved the compensation payment for services on or before the date of the payment.

CONSENT TO ACTION WITHOUT A MEETING

The undersigned, being all of the members of the Board of Directors of Carmel Christkindlmarkt, Inc. (hereinafter referred to as the "Corporation"), consent to the following action to be taken without a meeting of the Board of Directors:

I. Amendment and Restatement of Articles of Incorporation

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation to amend and restate its Articles of Incorporation in the manner reflected in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation, attached hereto and made a part hereof as Exhibit A, are hereby approved; and

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed to amend and restate the Articles of Incorporation of the Corporation, to execute and file Articles of Amendment and Restatement to the Articles of Incorporation of the Corporation and all other necessary instruments and documents, to pay all fees, and to do or cause to be done all other things which they deem to be necessary or desirable in order to effectuate the adoption of the amendment proposed hereby in accordance with the laws of the State of Indiana.

II. Adoption of Bylaws

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation to adopt Bylaws in order to set forth the governance structure of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws, attached to this Consent and made a part hereof as Exhibit B, be and hereby are adopted as the Bylaws of the Corporation.

RESOLVED FURTHER, that the Secretary of the Corporation be and hereby is authorized and directed to initial the original of such Bylaws and place the same in the minute book of the Corporation.

III. Intermediate Sanctions Policy

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation to adopt an Intermediate Sanctions policy.

NOW, THEREFORE, BE IT RESOLVED, that the Intermediate Sanctions Policy of the Corporation attached to this Consent and made a part hereof as Exhibit C, be and hereby is adopted.

RESOLVED, FURTHER, that the officers of the Corporation are directed to execute all necessary instruments, to pay all fees, and to do or cause to be done all other things that they deem to be necessary or advisable in order to effectuate the Intermediate Sanctions Policy adopted hereby.

IV. Appointment of Officers

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation to appoint officers of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the following persons be and hereby are elected to the offices of the Corporation listed opposite their names, each to serve until the next annual meeting and until his or her successor is chosen and qualified:

President:	Dan McFeely
Vice President:	Karen Poyser
Secretary/Treasurer:	Martin Baier

V. Designation of Bank

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation to designate a depository institution and individuals who are authorized to act on behalf of the Corporation as it relates to such depository institution.

NOW, THEREFORE, BE IT RESOLVED, that Lake City Bank (the "Bank") be and hereby is designated a depository in which funds of this Corporation may be deposited by its officers, agents, and employees, and that any officer of the Corporation, singly, shall be and hereby is authorized to ENDORSE ANY AND ALL CHECKS, DRAFTS, NOTES, BILLS OF EXCHANGE, AND ORDERS FOR THE PAYMENT OF MONEY, either belonging to or coming into possession of this Corporation for deposit. Endorsements for deposit may be by the written or stamped endorsement of the Corporation without designation of the persons making the endorsement.

RESOLVED FURTHER, that any officer of the Corporation, singly, shall be and hereby is authorized to SIGN ANY AND ALL CHECKS, DRAFTS, AND

ORDERS, including orders or directions in informal or letter form, against any funds at any time standing to the credit of this Corporation with the Bank, and/or against any account of this Corporation with the Bank, and that the Bank hereby is authorized to honor any and all checks, drafts and orders so signed, including those drawn to the individual order of any such officer and/or other person signing the same, without further inquiry or regard to the authority of said officer and/or person or the use of said checks, drafts and orders, or the proceeds thereof.

RESOLVED FURTHER, that each of the foregoing shall continue in force until express written notice of its rescission or modification has been received by the Bank.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized to certify to the Bank that the Board of Directors has adopted by consent any resolution or resolutions not inconsistent with the foregoing which may be required by the Bank in connection with its designation as depository, and the same are hereby adopted and incorporated herein by reference.

VI. Filing of Federal and State Tax-Exemption Applications

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation to authorize the officers of the Corporation to file, or cause to be filed, the applications for recognition of exemption from federal and state taxation.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Corporation are hereby authorized and directed to prepare and file, or cause to be prepared and filed, the applications for recognition of exemption from federal and state taxation with the appropriate governmental authorities and to take whatever additional steps are necessary or appropriate to obtain and maintain recognition of the Corporation's exempt status.

VII. Ratification of Incorporator's Acts

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation to ratify the acts of the incorporator concerning the incorporation of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the acts of the incorporator concerning the incorporation of the Corporation are hereby ratified.

RESOLVED FURTHER, that the Secretary/Treasurer of the Corporation is authorized to pay all of the organizational expenses of the Corporation out of the funds of the Corporation, which expenses may include, but are not limited to: various filing and recording fees, corporate minute book fee and various

professional fees for advice concerning organization, accounting, taxes and other matters.

Dated: May 25, 2017

Dan McFeely
Dan McFeely

Dated: May 25, 2017

Karen Poyser
Karen Poyser

Dated: May 25, 2017

Martin Baier
Martin Baier

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