

REAL PROPERTY TRANSFER AGREEMENT

This Real Property Transfer Agreement is entered into as of June 25 2024 (the “Effective Date”), by and between the City of South Bend, acting by and through its Board of Public Works, of 1300 N. County-City Building, 227 W. Jefferson Blvd., South Bend, Indiana 46601 (the “City”) and the South Bend Heritage Foundation, Inc., an Indiana non-profit corporation, with its registered address being 803 Lincoln Way West, South Bend, Indiana 46616 (the “Organization”) (each a “Party,” and together the “Parties”).

RECITALS

A. The City is a municipal corporation existing and operating pursuant to the laws of the State of Indiana.

B. The Organization is an Indiana non-profit corporation organized exclusively to conduct, support, encourage, and assist such charitable, educational, and other programs and projects as are described both in Section 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code and is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

C. The City owns the certain real property described in attached Exhibit A (the “Property”).

D. The Organization desires to acquire ownership of the Property from the City.

E. Pursuant to I.C. 36-1-11-1(b)(7), a sale or lease of property by the City to an Indiana non-profit corporation organized for educational, literary, scientific, religious, or charitable purposes that is exempt from federal income taxation under Section 501 of the Internal Revenue Code is not subject to the disposition requirements of I.C. 36-1-11.

F. The City, acting by and through the Board of Public Works, has determined that conveying the Property to the Organization under the terms of this Agreement is in the best interests of the residents of the City.

NOW, THEREFORE, in consideration of the mutual covenants stated herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the City and the Organization agree as follows:

1. Qualifications of Organization. The Organization represents and warrants that (a) it is a non-profit corporation organized under the laws of the State of Indiana; (b) the Organization's articles of incorporation dated July 11, 1974, as amended on September 25, 1978, June 20, 1983, December 27, 1990, and November 12, 1993 (the "Articles"), attached hereto as Exhibit B, have not been superseded or amended and currently remain in full force and effect; and (c) the

Organization is currently exempt from federal income taxation as stated in the Internal Revenue Service letter dated October 22, 1979, attached hereto as Exhibit C.

2. Transfer of Property. The City desires to convey the Property to the Organization for and in consideration of One Dollar (\$1.00), and the Organization desires to accept the Property, and any and all improvements located on the Property, subject to the terms and conditions of this Agreement.

3. Use of Property. The Organization agrees to use the Property only for purposes consistent with and permissible under its Articles and Section 501(c)(3) of the Internal Revenue Code and for no other purpose.

4. Closing. The City will convey title to the Property to the Organization by quit claim deed in substantially the form attached hereto as Exhibit D, on or before July 31, 2024 (the "Closing"). The Board of Public Works (the "Board") hereby authorizes and instructs Elizabeth Maradik, President of the Board and Theresa Heffner, Clerk of the Board to execute and deliver the deed to the Organization. At the Organization's option, the City will record the deed at the City's expense, and the Board authorizes and instructs Joseph Molnar of the City's Department of Community Investment to do so.

5. No Warranties. The Organization agrees to accept the Property in its condition on the Closing Date "as-is, where-is" and without any representations or warranties by the City concerning title to or the condition of the Property. The City offers no such representation or warranty as to title or condition, and nothing in this Agreement will be construed to constitute such a representation or warranty as to title or condition. The Organization may, at its sole cost and expense, obtain an owner's policy of title insurance or a survey prior to the transfer of such Property.

6. Taxes. The Organization, and the Organization's successors and assigns, will be liable for any and all real property taxes and assessments, if any, assessed and levied against the Property with respect to the year in which the Closing takes place and for all subsequent years. The City will have no liability for any real property taxes and assessments associated with the Property, and nothing in this Agreement shall be construed to require the proration or other apportionment of real property taxes or assessments resulting in the City's liability therefor.

7. Entire Agreement; Severability. This Agreement embodies the entire agreement between the Parties and supersedes all prior discussions, understandings, or agreements between the Parties concerning the transaction contemplated in this Agreement, whether written or oral. If any provision of this Agreement is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remainder of the provisions of this Agreement will remain in full force and effect and will in no way be affected, impaired, or invalidated.

8. Assignment. The Organization may not assign this Agreement or any of its rights hereunder, in whole or in part, without the prior written consent of the City. In the event the Organization wishes to obtain the City's consent regarding a proposed assignment of this Agreement, the City may request and the Organization will provide any and all information reasonably demanded by the City in connection with the proposed assignment and/or the proposed assignee.

9. Governing Law; Venue. This Agreement will be governed by and construed in accordance with the laws of the State of Indiana. Venue for any action concerning this Agreement will be in the courts of St. Joseph County, Indiana.

10. Recitals and Exhibits. The above recitals and the attached exhibits are hereby incorporated into this Agreement.

11. Authority; Counterparts. Each undersigned person signing and delivering this Agreement on behalf of the Parties, respectively, represents and warrants that he or she is duly authorized and fully empowered to sign and deliver this Agreement. The Parties may execute this Agreement in separate counterparts, which taken together will constitute one original document. An electronically transmitted copy of a signature will be regarded as an original signature.

[Signature page follows.]

IN WITNESS WHEREOF, the City and the Organization have signed this Real Property Transfer Agreement to be effective as of the Effective Date.

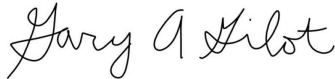
**CITY OF SOUTH BEND, INDIANA
BOARD OF PUBLIC WORKS**



Elizabeth A. Maradik, President



Joseph R. Molnar, Vice President



Gary A. Gilot, Member



Briana Micou, Member



Murray L. Miller, Member

ATTEST:



Theresa M. Heffner, Clerk

Date: June 25, 2024

SOUTH BEND HERITAGE
FOUNDATION, INC.,
an Indiana non-profit corporation

By: _____

Printed: _____

Title: _____

EXHIBIT A

Description of Property

Legal Description: LOT 6 WITHERILLS SUB

Tax Key Number: 018-1034-1489

Parcel Number: 71-08-02-379-035.000-026

Address: 421 Sherman Ave

EXHIBIT B

**Articles of Incorporation of
South Bend Heritage Foundation, Inc.**

[See attached.]

EXHIBIT C

IRS 501(c)(3) Qualification Letter

[See attached.]

EXHIBIT D

Form of Quit Claim Deed

AUDITOR'S RECORD

TRANSFER NO. _____

TAXING UNIT _____

DATE _____

KEY NO. 018-1034-1489

QUIT CLAIM DEED

THIS INDENTURE WITNESSETH THAT the City of South Bend, Indiana, by and through its Board of Public Works (the "Grantor" or the "City")

CONVEYS AND QUIT CLAIMS TO South Bend Heritage Foundation, Inc., an Indiana non-profit corporation, with its registered address being 803 Lincoln Way West, South Bend, Indiana 46616 (the "Grantee") for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the following real estate in St. Joseph County, Indiana (the "Property"):

Legal Description: LOT 6 WITHERILLS SUB

Tax Key Number: 018-1034-1489

Parcel Number: 71-08-02-379-035.000-026

Address: 421 Sherman Ave

Grantor hereby conveys the Property subject to all covenants, restrictions, and easements of record.

The undersigned persons executing this Quit Claim Deed on behalf of the Grantor represent and certify that each has been fully empowered and authorized to execute this Quit Claim Deed and that all action necessary to complete this conveyance on Grantor's behalf has been duly taken.

OCT 22 1979

Washington, DC 20224

Southold Heritage
Foundation, Inc.
620 West Washington Ave.
South Bend, Indiana 46601

Person to Contact: C
James Patton
Telephone Number:
(202) 530-3000

Refer Reply to:
E:EO:T:R:2-6
Date

Dear Applicant:

We have considered your application for recognition of exempt status from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code.

The information presented indicates that you were incorporated on July 11, 1974, under the non-profit corporation laws of Indiana for charitable and educational purposes. In furtherance of these purposes you own, preserve, redevelop, improve, renovate, and maintain sites and structures of historical, architectural and educational significance in St. Joseph County, Indiana. Your activities are primarily conducted in the West Washington Historic District in South Bend. This district is listed on the National Register for Historic Places. In carrying out your purposes a substantial part of your activities consist of either the acquisition and resale of historically significant properties, or the making of loans to owners of such properties. Other activities, carried out in the same manner, consist of combatting community deterioration by engaging in redevelopment and renovation of deteriorated housing.

Your loans are of two varieties, either short term loans of one year or less, or long term loans. Some of the funds for these loans come from Community Development grants which stipulate the interest rate to be charged, based on income and family size. Other loans are from funds you have received from a variety of sources. These loans are offered at a rate of interest which is one percent below the current prime rate.

Where you acquire historic structures you either rehabilitate and restore them yourself before you sell them or else sell them with the agreement that the buyer will rehabilitate and restore the structures.

Whether you either buy the structure and resell it, or make a loan to owners of a structure in order for them to restore it, you place restrictive covenants or facade easements in the title to the property. These require that there be no alteration, demolition, addition, or other structural change to the structure, nor any change in materials used on the surface, and that no new or different buildings or improvements be constructed on the property. You additionally require that in the event the purchaser wishes to dispose of the property you be given a right of first refusal. Where Federal funds are used the general public will be given access in accordance with existing Federal regulations.

Southold Heritage
Foundation, Inc.

You require that applicants for funds submit detailed plans for restoration of the property. You then inspect the work to insure compliance with the plans and only release funds in such a manner as to insure that funds allocated for a project are being used as intended.

Additional activities which you are involved in are educational in nature. You generate public awareness of historic and architectural significance of the area by sponsoring periodic workshops, open-houses, guest speakers, and a walking tour of the historic district.

Based on this information, and on the information supplied in your application, and assuming your operation will be as stated above and in your application, we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code.

If your sources of support, or your purposes, character, or method of operation change, please let your key district know so that office can consider the effect of the change on your exempt status and foundation status. Also, you should inform your key District Director of all changes in your name or address.

Generally, you are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. If you have paid FICA taxes without filing the waiver, you should contact your key District Director. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have questions about excise, employment, or other Federal taxes, contact any Internal Revenue Service office.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Southold Heritage
Foundation, Inc.

You must file Form 990, Return of Organization Exempt from Income Tax. You are required to file Form 990 only if your gross receipts each year are normally more than \$10,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonably cause for the delay.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

We are informing your key District Director of this action. Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

This ruling letter supersedes the previous outstanding denial letter issued by the Cincinnati key District on May 14, 1976.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Peter K. Bros
Chief, Rulings Section 2
Exempt Organizations
Technical Branch

District
Director

P. O. Box 2508
Cincinnati, OH 45201

Date: JUL 17 1992

Person to Contact:
Gordon Schuur
Contact Telephone Number:
513-684-3957
Federal Identification Number:
23-7394320

South Bend Heritage
Foundation Inc
914 Lincolnway
South Bend, IN 46616-1195

Dear Sir or Madam:

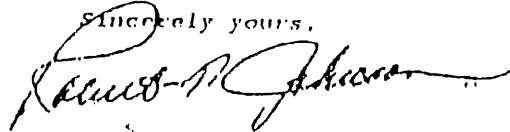
Thank you for submitting the information shown below. We have made it part of your file.

The changes indicated do not adversely affect your exempt status and the exemption letter issued to you continues in effect.

Please let us know about any future change in the character, purpose, method of operation, name or address of your organization. This is a requirement for retaining your exempt status.

Thank you for your cooperation.

Sincerely yours,



Robert T. Johnson
District Director

Item: Articles of Amendment to the Articles of Incorporation dated December 27, 1990.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
SECRETARY OF STATE

To Whom These Presents Come, Greeting:

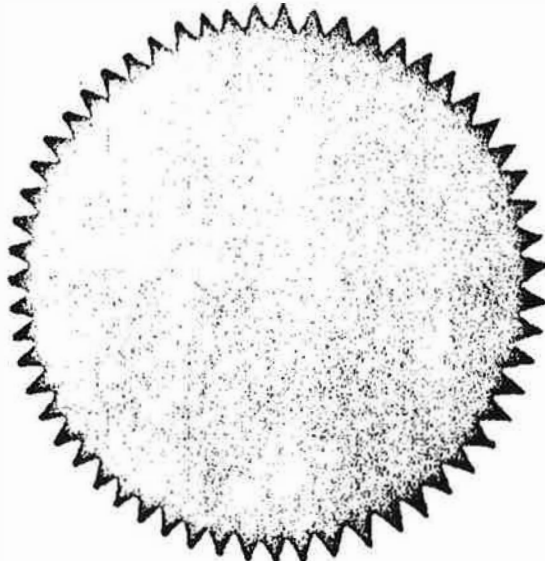
CERTIFICATE OF INCORPORATION

1407-250
16

SOUTHOLD HERITAGE FOUNDATION, INC

I, LARRY A. CONRAD, Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above not for profit Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law: that one copy of such Articles has been filed in my office: and that the remaining copy or copies of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator or his representatives: all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

Wherefore, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existance has begun.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,

this 11th day of
July, 1974

Secretary of State,

By _____
Deputy

ARTICLES OF INCORPORATION
(Not for Profit)

Prescribed by Larry A. Conrad,
Secretary of State of Indiana

INSTRUCTIONS:

Use 8½ x 11 Inch Paper for Inserts

Present 2 Executed Copies to Secretary of
State, Room 155, State House, Indianapolis,
Indiana 46204

FILING FEE is \$26.00

General Requirements - "Non-Profit" means
that the Corporation shall not engage in any
activities for the pecuniary gain of its
members.

APPROVED
AND
FILED
JUL 2 1971
[Signature]
SECRETARY OF STATE OF INDIANA

ARTICLES OF INCORPORATION
OF

..... SOUTHOLD HERITAGE FOUNDATION, INC.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation is . . . SOUTHOLD HERITAGE FOUNDATION, INC,
(The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

ARTICLE II
Purposes

The purposes for which the Corporation is formed are: See attached statement.

ARTICLE II

PURPOSES

- A. Educational and Charitable Purposes. To employ the corporate organization of the Foundation solely for the educational and charitable purposes including the advancement of knowledge in the State of Indiana pertaining to historical and architecturally significant sites and structures and in furtherance of such educational and charitable purposes to own, preserve, redevelop, improve, renovate, and maintain sites and structures of historical, architectural, educational, and cultural significance within St. Joseph County, Indiana (such area being hereinafter referred to as the "Foundation Area").
- B. Ascertainment of Historical Structures and Sites. To employ the corporate organization in furtherance of its educational purpose by locating, marking and spreading knowledge concerning sites and structures of historical, architectural, and cultural significance within the Foundation Area.
- C. Collection and Dissemination of Educational Information. To employ the corporate organization of the Foundation in furtherance of its educational purpose by collecting writings, materials, relics, and memorabilia of educational significance and pertaining to historically and architecturally significant sites and structures within the Foundation Area and to disseminate information relative thereto in advancement of education in the Foundation Area and for better education of the general public.
- D. Cooperation With Other Groups. To employ the corporate organization of the Foundation in furtherance of its educational and charitable purposes by cooperating with and assisting the United States of America, the State of Indiana, St. Joseph County, and the City of South Bend, and the various commissions, govern-

mental bodies, officials, and employees of such governments in carrying out the purposes for which the Foundation is organized; and to cooperate with or affiliate with other charitable, educational, historical, cultural, civic or municipal associations, corporations, or groups organized for and carrying out any one or more of the purposes for which the Foundation is organized.

E. Ancillary Purposes. To do everything necessary for the accomplishment of any of the purposes herein set forth and to do all things which are allied with or incidental to the foregoing, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

F. Limitations. Nothing contained in these Articles of Incorporation shall be construed to authorize the Foundation to engage in any activities or perform any functions which are not within the definitions of charitable or educational purposes as set forth in Sections 501(c)(3), 2522(a), 2055(a) of the federal Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

G. Statutory Powers. Subject to any specific written limitations imposed by the Act, by other law, or by these Articles of Incorporation and solely in furtherance of the corporate purposes, the Foundation shall have all the powers specified in the Act.

H. Specific Powers. Subject to any specific written limitations imposed by the Act, by other law, or by these Articles of Incorporation and solely in furtherance of, but not in addition to, the corporate purposes, as stated in paragraphs A through F, the Foundation shall have the following specific powers:

(1) Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary to accomplish the corporate purposes, as stated in paragraphs A through F, and such as are not repugnant to law.

(2) To Appoint Officers and Agents. To elect or appoint officers and agents of the Foundation and define their duties and fix their compensation.

(3) To Act as Agent. To act as agent or representative for any individual, association, corporation, trust, statutory commission, or other legal entity, respecting any business, the purpose of which is similar to the corporate purposes as stated in paragraphs A through F.

(4) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, every kind of interest in real property.

(5) To Deal in Personal Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, exchange, sell, deal in and dispose of, either alone or in cooperation with others, every kind of interest in personal property.

(6) To Deal in Securities. To purchase, take, receive, subscribe for, or otherwise dispose of, and to deal in shares of other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality.

(7) To Make Contracts. To enter into, perform, cancel, and rescind all kinds of contractual obligations.

(8) To Borrow Funds. To borrow or raise funds for any of the corporate Purposes stated in paragraphs A through F without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the Foundation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(9) To Lend Funds. To lend funds for any of the corporate Purposes stated in paragraphs A through F, including the investment of its funds from time to time, and to take real and personal property as security for the payment of funds so loaned or invested.

(10) To Solicit Funds. To solicit both by public and by private solicitation and to accept, whether by way of outright, limited or conditional gifts, inter vivos, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds, including property, both real, personal and mixed, principal or income, tangible or intangible, present or future, vested or contingent, in behalf of the Foundation.

(11) To Expend and Distribute Funds. To expend the funds of the Foundation, including property, real, personal and mixed, principal or income, tangible or intangible, present or future, vested or contingent, in observance of the corporate purposes stated in paragraphs A through F and to distribute the funds of the Foundation by way of gift to such individuals, associations, corporations, trusts, statutory commissions, or other legal entities, gifts to which have been ruled to be deductible from income in calculating the federal Income Tax, ruled to be exempt from the incidence of the federal Gift Tax, and deductible for purposes of calculating the federal Estate Tax, if the distribution of such funds further the corporate purposes stated in paragraphs A through F.

(12) Establishment and Maintenance of Foundation. To expend funds for the establishment and maintenance of the Foundation and the achievement of the corporate purposes stated in paragraphs A through F.

I. No Construction of Powers as Purposes. The powers enumerated in paragraphs G and H shall not be construed as corporate purposes, but the Foundation shall exercise such powers solely in furtherance of, but not in addition to, the corporate purposes stated in paragraphs A through F.

J. Special Requirements and Limitations Upon Purposes and Powers.

(1) Special Requirements. The Foundation shall make during each taxable year such distributions of income or other property as may be required at such times and in such manner as not to subject the Foundation to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal Tax laws.

(2) Certain Prohibited Practices. The Foundation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal Tax law, from retaining any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal Tax law, from making any investments in such manner as to subject the Foundation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal Tax law, and from making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal Tax law.

(3) Influence upon Legislation. No substantial part of the activities of the Foundation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation.

(4) Participation in Political Campaigns. The Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including in such prohibition the publications or distribution of statements in any such campaign.

(5) Dissolution. In event of dissolution of the Foundation, any assets remaining after payment of all debts of the Foundation shall be transferred by the Foundation to the State of Indiana or the City of South Bend or to any corporation organized for religious, educational or charitable purposes substantially the same as the purposes of the Foundation so being dissolved.

ARTICLE III
Period of Existence

The period during which the Corporation shall continue is perpetual
(will either be "Perpetual", or, if to be limited, some definite period of time.)

ARTICLE IV
Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is Freda Noble
(Name)
2820 Beechwood Lane, South Bend INDIANA 46615
(Number and Street or Building) (City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is
228 West Colfax, Room 200 South Bend INDIANA 46601
(Number and Street or Building) (City) (State) (Zip Code)

ARTICLE V
Membership

(A minimum of three (3) shall have signed the membership list. Directors or Trustees or Incorporators are included in the Membership.)

Section 1. Classes. (If any)
See attached statement.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes.
See attached statement.

Section 3. Voting Rights of Classes.
See attached statement.

PLEASE NOTE: The Corporation shall confer upon every member a certificate signed by the President (or Vice-President) and Secretary (or Assistant Secretary), stating that he is a member of the Corporation.

ARTICLE V

MEMBERSHIP

SECTION 1. Classes (If any)

The membership of the Foundation shall be no less than three (3) and membership shall be limited to those persons who shall have paid such amounts as the Board of Directors may require from time to time to obtain and retain membership in the Foundation.

Classes of membership shall be as follows:

- (a) Participating members.
- (b) Junior members.
- (c) Firm members.

SECTION 2. Rights, Preferences, Limitations, and Restrictions of Classes.

- (a) Participating Members. Participating members shall consist of five classes:

- (1) Regular
- (2) Family
- (3) Contributing
- (4) Sponsoring
- (5) Lifetime

A natural person, 18 years of age or older, may obtain a participating membership upon the payment of the dues fixed by the Board of Directors. Participating membership, other than the regular membership, shall include the spouse of the member.

(b) Junior Members. Any natural person, under 18 years of age, may obtain a participating membership by paying the dues fixed by the Board of Directors, but such person shall not have the right to vote at meetings of the members.

(c) Firm Members. A firm membership may be obtained by any corporation, company, association, partnership, or other legal entity, other than a natural

person, upon payment of the dues fixed by the Board of Directors. A firm membership shall not carry the right to vote; however, the firm member may designate one of its officers, directors, or employees as a participating member. The designated participating member shall be entitled to all the rights of a participating membership.

SECTION 3. Voting Rights of Classes.

The participating members, alone, shall have voting rights at meetings of members. Neither the Junior membership nor the Firm membership carries voting privileges.

SECTION 4. Dues.

Membership dues shall be set by the Board of Directors from time to time and may vary in amount for the different membership classes. In lieu of periodic dues, the Board of Directors may require or permit membership upon payment of a single amount to be determined by the Board of Directors.

SECTION 5. Meetings.

Participating members and Junior members shall be entitled to attend meetings of the membership of the Foundation. Each participating member, present in person, at a meeting or otherwise entitled to vote by the by-laws of the Foundation, shall be entitled to vote on any matter submitted to the membership by the Board of Directors and a majority of such membership present at a meeting shall constitute a quorum for the transaction of any business. Meetings of the members may be called and held any place within the United States in accordance with the by-laws of the Foundation.

ARTICLE VI
Directors

Section 1. Number of Directors. The initial Board of Directors is composed of members. If the exact number of Directors is not stated, the minimum number shall be, and the maximum number shall be²¹. Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation: **AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).**

Section 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

Name	Number and Street or Building	City	State	Zip Code
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See attached Statement.

ARTICLE VII
Incorporator(s)

Section 1. Names and Post Office Addresses. The names and post office address(es) of the incorporator(s) of the Corporation is (are) as follows:

Name	Number and Street or Building	City	State	Zip Code
Freda Noble	2820 Beechwood Lane ,	South Bend ,	Indiana	46615
F. Jay Nimitz	918 North Adams ,	South Bend ,	Indiana	46628
Dempsey Cox	126 South Scott Street ,	South Bend ,	Indiana	46625

ARTICLE VI

DIRECTORS

SECTION 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

Term Expiring (3 years)

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Jack E. Ellis	52066 Post Tavern Trail	Granger	Indiana	46530
Aloysius J. Kromkowski	509 South Meade Street	South Bend	Indiana	46619
Winifred Wulf	1121 East LaSalle	South Bend	Indiana	46617
Jack C. Dunfee, Jr.	2702 Miami	South Bend	Indiana	46614

Term Expiring (2 years)

— Dempsey A. Cox	1330 East Altgeld	South Bend	Indiana	46614
— F. Jay Nimtze	918 North Adams	South Bend	Indiana	46628
— Freda Noble	2820 Beechwood Lane	South Bend	Indiana	46615
— Virginia Lionberger	1419 East Jefferson Blvd.	South Bend	Indiana	46617

Term Expiring (1 year)

Stanley Gilbert	Am. National Bank Bldg.	South Bend	Indiana	46601
Richard A. Muessel, Jr.	59256 Ironwood Road	South Bend	Indiana	46614
Jane Warner	222 South Greenlawn	South Bend	Indiana	46617
William A. Welsheimer	1825 Wilber	South Bend	Indiana	46628

SECTION 3. Powers of Board of Directors. The Board of Directors shall have and exercise all powers of the Foundation and may exercise such powers without the assent or the concurrence of the members.

SECTION 4. Chairman of the Board of Directors. The Directors by majority vote shall select from their number one person to be the Chairman of the Board of Directors.

SECTION 5. Qualifications of Directors. Directors shall be chosen from the members of the Foundation, and shall include the President of the Foundation.

SECTION 6. Terms and Vacancies. The Board of Directors shall be divided into three classes of Directors. The first class of not more than seven Directors shall serve until July 3, 1977 or until their successors are elected. The second class of not more than seven Directors shall serve until July 3, 1976 or until their successors are elected. The third class of not more than seven Directors shall serve until July 3, 1975 or until their successors are elected. A class of not more than seven Directors shall be elected annually for a term of three years to succeed those whose terms have expired. Such annual election may be held at a meeting of the members of the Foundation and each participating member, except Junior members, present in person shall be entitled to vote for the number of persons to be elected, who shall have been nominated by the Directors or by such members at the meeting, and the persons receiving the most votes shall be elected as Directors. Such annual election may also be conducted by mail, and each participating member, except Junior members, shall be entitled to vote for the number of persons to be elected, who shall have been nominated by the Directors or by such members by addition to the ballot, and the persons receiving the most votes shall be elected as Directors. In event that such a vote shall result in a tie, the Directors then in office shall be entitled to select from the persons, who have received the same number of votes, the person or persons who shall be Directors. Vacancies.

on the Board of Directors shall be filled by a majority vote of the remaining members of the Board and a Director selected to fill a vacancy shall serve the full unexpired term of his predecessor.

SECTION 7. Quorum. Seven members of the Board of Directors shall be necessary to constitute a quorum.

SECTION 8. Meetings. The Board of Directors shall meet annually or at other times and such meetings shall be called and held in accordance with the provisions of the Code of Bylaws of the Foundation.

SECTION 9. Executive Committee. The Executive Committee of the Foundation shall consist of the President of the Foundation, the Chairman of the Board of Directors, and not less than five other directors who shall be elected by the Board of Directors. The Executive Committee shall have and exercise, during intervals between the meetings of the Board of Directors, all powers vested in the Board of Directors. A majority of the members of the Executive Committee shall be necessary to constitute a quorum.

ARTICLE VIII
Statement of Property (If any)

A statement of the property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation are as follows:

Real Property: None
Personal Property: \$100.00

ARTICLE IX
Provisions for Regulation and Conduct
Of the Affairs of Corporation
(Can be the "By Laws")

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class or classes of members are as follows:

See attached statement.

ARTICLE IX

SECTION 1. Meetings. Meetings of the members and the Board of Directors shall be held at such place within the United States, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice thereof, and if not so specified, then at the principal office of the Foundation.

SECTION 2. Code of Bylaws. The power to make, supplement, amend or repeal the Code of Bylaws of the Foundation is vested in the Board of Directors. The Code of Bylaws may contain any provision for the regulation and management of the affairs of the Foundation not inconsistent with the Articles of Incorporation, the Act, and the laws of the State of Indiana, respecting the calling, holding and manner of conducting meetings of the Board of Directors and of the members of the Foundation; the qualifications, obligations and rights of members of the Foundation, if any; the powers and duties of Directors and officers of the Foundation; the time, place and manner of electing them; requirements for bonding officers or employees; and other bylaws relating to the regulations and management of the affairs of the Foundation.

SECTION 3. Amendment of Articles of Incorporation. The Foundation reserves the right to amend, supplement, restate or repeal all or any part of the provisions contained in these Articles of Incorporation by resolution adopted by a majority vote of all members of the Board of Directors, at a meeting duly called for that purpose, subject to the provisions of the Act.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above named corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, I (we) the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this . 9th . . . day of . . . July, 1974.

Dempsey A. Cox
(Written Signature)
Dempsey A. Cox
(Printed Signature)

F. Jay Nimitz
(Written Signature)
. . . F. Jay Nimitz
(Printed Signature)
Freda Noble
(Written Signature)
. . . Freda Noble
(Printed Signature)

NOTARY ACKNOWLEDGEMENT
(required)

State of Indiana
County of ST. JOSEPH SS:

Before me, . . . Georgia A. Lindorf, a Notary Public in and for said county and State, personally appeared the above incorporator(s) and (severally) acknowledged the execution of the foregoing Articles of Incorporation.

Notary Seal
Required
Georgia A. Lindorf
(Written Signature)
. Georgia A. Lindorf . . . , Notary Public
(Printed Signature)
My commission expires:

WITNESS my hand and Notarial
Seal this . 9th . day of . July
1974.

This instrument was prepared by . . . Dempsey A. Cox (Name)
. . . 126 South Scott Street, South Bend, Indiana 46625
(Number and Street or Building) (City) (State) (Zip Code)

DEMPSEY A. COX
WILLIAM H. ALBRIGHT

LAW OFFICES
COX & ALBRIGHT
126 SOUTH SCOTT STREET
SOUTH BEND, INDIANA 46625

TELEPHONE 233-5147
AREA CODE 219

July 9, 1974

Secretary of State
Room 155, State House
Indianapolis, Indiana 46204

Dear Sir:

Enclosed for filing are the following:

1. Two executed copies of Articles of Incorporation of Southold Heritage Foundation, Inc.
2. Check for \$26.00 filing fee.

Very truly yours,

COX & ALBRIGHT


Dempsey A. Cox

DAC:gl
Encl.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

7407-220

To Whom These Presents Come, Greeting:

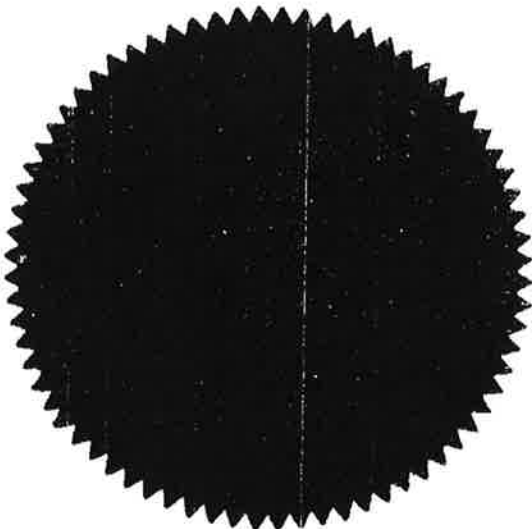
I, LARRY A CONRAD, Secretary of State of the State of Indiana, hereby certify that

SOUTHOLD HERITAGE FOUNDATION, INC.

a corporation duly organized and existing under the laws of the State of Indiana, has this day filed in the office of the Secretary of State, Articles of Amendment showing an amendment to the articles of incorporation of said company, in accordance with the Indiana General Not-For-Profit Corporation Act (approved March 7, 1935) [The Indiana Not-For-Profit Corporation Act of 1971 (approved September 2, 1971);

WHEREAS, upon due examination, I find that they conform to law:

NOW, THEREFORE, I, LARRY A. CONRAD, Secretary of State, hereby certify that I have this endorsed my approval upon all copies of Articles so presented, and, having received the fees required by law, in the sum of \$26.00, have filed one copy of the Articles in this office and returned the remaining copies bearing the endorsement of my approval to the Corporation.



In Witness Whereof, I have hereunto set my hand and affixed

the seal of the State of Indiana, at the City of Indianapolis,

this **25th**day of

.....**September**....., 19**78**.

.....
LARRY A. CONRAD, Secretary of State

By.....
Deputy

NOTE: This Form is for use by Domestic Not-For-Profit Corporations Incorporated or Reorganized Under The Indiana General Not-For-Profit Corporation Act, Approved March 7, 1935, or The Indiana Not-For-Profit Corporation Act of 1971, Approved September 2, 1971.

If the Amendment is filed pursuant to the terms of the Indiana General Not-For-Profit Corporation Act, triplicate filing should be made with the Secretary of State. After approval one copy should be filed with the County Recorder.

If the Amendment is filed pursuant to the terms of the Indiana Not-For-Profit Corporation Act of 1971, duplicate filing should be made with the Secretary of State. Recording with the County Recorder is not required.

An Amendment filed under either Act is to be accompanied with a \$26.00 filing fee.

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

APPROVED
AND
FILED
SEP 25 1978
[Signature]
SECRETARY OF
STATE OF INDIANA

Southold Heritage Foundation, Inc.

F. Jay Nintz

and Patricia B. Kyle

(President or ~~Vice President~~)

(Secretary or Assistant Secretary)

of the above named corporation respectfully show that:

1. The above named corporation was organized or reorganized under the General Not-For-Profit Corporation Act, approved March 7, 1935 / The Indiana Not-For-Profit Corporation Act of 1971, approved September 2, 1971 (select the appropriate act) on July 11, 1974 (Date)

2. The above named corporation, upon the proposal of its board of directors, by resolution duly adopted by said board of directors setting forth the proposed amendment and directing that the same be submitted to a vote of the members entitled to vote in respect thereof at a designated meeting of such members, and upon the adoption thereof by said members at such a meeting as provided by law and as hereinafter more specifically set out, does hereby by F. Jay Nintz its President (Pres. or V. Pres.)

and Patricia B. Kyle (Secy. or Asst. Secy.) execute and acknowledge the following Articles of

Amendment of its Articles of Incorporation:

Delete Article II-J-5 of the present Articles of Incorporation and substitute the following:

(5) Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) 3 of the Internal Revenue Code of 1954.

(Exact Text
of
Amendment)

(insert additional 8 x 11" pages as required)

3. (A) The above amendment was adopted in the following manner by the Board of Directors:
The Board of Directors of the Corporation at a ^{regularly} ~~du~~ly called ~~annual or special~~ (designate which) meeting of
said board held on July 27, 1978 at 620 West Washington Ave.
(Date) (Place)
adopted the following resolution of Articles of Amendment of the Articles of Incorporation of said
corporation:

"Resolved, That the articles of incorporation be amended to meet the requirements of the Internal Revenue Service in order to obtain a 501(c)(3) tax exemption. Motion was made by Mr. Jack Dunfee, Jr., and was seconded by Mr. L.J. Perry. Motion carried unanimously.

(Text of Resolution of Directors)

Does not apply.

"Be it further resolved, that this proposed amendment be submitted to a vote of the members entitled to vote thereon at (an) _____ meeting, to be held on the _____ day of _____, 19____, at _____, and the secretary is hereby directed to give Notice thereof as required by law."

Does not apply.

(B) At the members' meeting the members entitled to vote in respect of said amendment to the Articles of Incorporation, upon the call and notice required by law, did adopt the above amendment(s) by the affirmative vote of at least a majority of the members entitled to vote thereon.

Does not apply.

Membership Vote with Respect to the Proposed Amendment

The number of Members entitled to vote in respect of such Articles of Acceptance, the Members voting in favor of the adoption of such Articles of Acceptance, and the Members voting against such adoption, are as follows:

	TOTAL
Does not apply	
Members entitled to vote:	_____
Members voted in favor:	_____
Members voted against:	_____

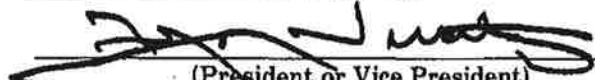
Compliance with Legal Requirements

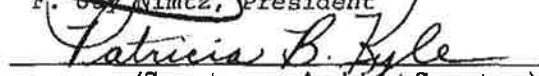
The manner of the adoption of such Articles of Amendment, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

In witness whereof the undersigned F. Jay Nintz, President and
(President or Vice President)

Patricia B. Kyle, secretary, respectively, of said corporation
(Secretary or Asst. Secretary)

have unto set their hand and seal this 20th day of September, 19 78.

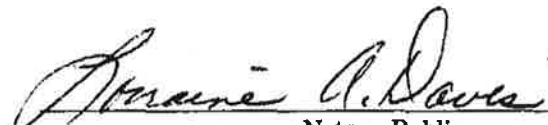

(President or Vice President)
F. Jay Nintz, President


(Secretary or Assistant Secretary)
Patricia B. Kyle, Secretary

STATE OF INDIANA)
COUNTY OF ST. JOSEPH)

Before me, Lorraine A. Davis, a notary public in and for said county and state,
personally appeared F. Jay Nintz and Patricia B. Kyle
well known to me to be the President and Secretary
(Pres. or Vice Pres.) (Secy. or Asst. Secy.)
respectively, of the above-named corporation and severally acknowledge the execution of the foregoing Articles
of Amendment.

Dated this 20th day of September, 1978.


Notary Public
Lorraine A. Davis, residing in St. Joseph
County, Indiana

(SEAL)

My commission expires January 12, 1979

Southold Heritage Foundation, Inc.

620 West Washington Avenue
South Bend, Indiana 46625
Area Code 219 234-4068

September 19, 1978

Mr. Page E. Gifford, Director
Corporations Division
Secretary of State
State House
Indianapolis, Indiana 46204

Dear Sir:

Enclosed please find our request to amend our articles of incorporation.
Attached is our check for \$26.00 to cover filing fees.

Your letter of September 1, 1978, indicates your inability to find
listing for Southold Heritage Foundation, Inc.. To assist your search
I am enclosing xerox copies of the original documents - duly recorded
by your office. The date, July 11, 1974.

Respectfully,

Jeffrey Gibney
Jeffrey Gibney
Executive Director

JG:RIP

*Please return all
copies of amendments
found and used*

STATE OF INDIANA

JUN 20 1983

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF ASSUMED NAME

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office by

7407-220 03

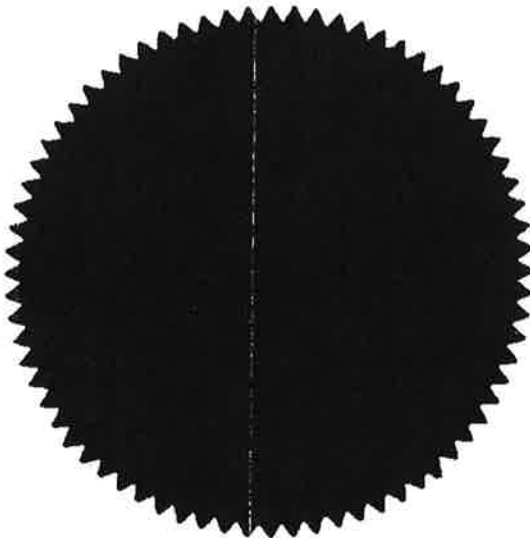
SOUTHOLD HERITAGE FOUNDATION, INC.

an Indiana corporation, a certificate that said corporation is doing business under the assumed business name(s) of:

SOUTH BEND HERITAGE FOUNDATION

said certificate having been prepared and signed in accordance with the requirements of Indiana law, and having been filed with the Office of the Recorder of ST. JOSEPH County;

WHEREAS, upon due examination, I find that the same conforms to law; NOW, THEREFORE, I, EDWIN J. SIMCOX, hereby certify that I have this day endorsed my approval on such certificate of assumed business name, and having received the fees required by law, have filed such certificate in this office bearing the endorsement of my approval of said assumed business name.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 20th day of June, 1983

EDWIN J. SIMCOX Secretary of State

By _____ Deputy

8310321

APPROVED
AND
FILED
JUN 20 1983

CERTIFICATE OF NOT-FOR-PROFIT CORPORATION
ASSUMED NAME

Edmund Johnson
SECRETARY OF STATE OF INDIANA

State of Indiana)
St. Joseph County)

ss:

This Certifies that SOUTHOLD HERITAGE FOUNDATION, INC., an Indiana Not-for-Profit Corporation, is conducting its business at South Bend, in the County of St. Joseph and State of Indiana, under the name and style of SOUTH BEND HERITAGE FOUNDATION; that its office thereof is located at 1016 W. Washington, South Bend, in the State of Indiana and that the present Officers of its Board of Directors are as follows, to-wit:

Chairman of Board

Robert E. Soderberg
Bache Halsey Stuart Shields, Inc.
P.O. Box 1957, South Bend, 46634

President

James A. Cook
Coldwell Banker Anchor-Doolittle
P.O. Box 1020, South Bend, 46624

Vice-President

Clinton D. Bucher
Crowe Chizek & Co.
P.O. Box 7, South Bend, 46624

Secretary

Anne O. Abernethy
2715 Leer Street, South Bend, 46614

Treasurer

Wellington D. Jones, III
First Source Bank
P.O. Box 1602, South Bend, 46634

Witnessed on this 16th day of June, 1983, for SOUTHOLD HERITAGE FOUNDATION, INC.

By: *James A. Cook*
James A. Cook, President

By: *Anne O. Abernethy*
Anne O. Abernethy, Secretary

Filed and Recorded, this 16th day June, 1983.

DUPLICATE

Original in Files of
St. Joseph Co. Recorder

Wanda A. Nawak
Recorder

By: *Sue Samolczyk*
Deputy
SUE SAMOLCZYK

FILM NO.
WANDA A. NAWAK
RECORDER

JUN 16 10 28 AM '83

ST. JOSEPH CO.
INDIANA
FILED FOR RECORD

FILM NO. 111
WANDA A. NOWAK
RECORDER

JUN 16 10 28 AM '83

ST. JOSEPH CO.
INDIANA
FILED FOR RECORD

Southold Heritage Foundation, Inc.

1016 West Washington Avenue
South Bend, Indiana 46601
Area Code 219 289-1066 (Main)
232-3543 (Site)

15 June 1983

OFFICERS

Robert E. Soderberg
Chairman of the Board
James A. Cook
President
Clinton D. Bucher
Vice-President
Anne O. Abernethy
Secretary
Wellington D. Jones, III
Treasurer

Office of the Secretary of State
P.O. Box 5501
Indianapolis, Indiana 46255

Ref: Fed ID# 23-7394320

Dear Sir,

Enclosed is an affidavit for an assumed name which has been filed and recorded with the St. Joseph County Recorder. Since we would like a certificate, a check for \$26 is also enclosed.

It has come to our attention that documents from the Office of the Secretary of State which are addressed to us have misspelled our incorporated name: Southold has one 'h' only. I include a copy of the original certification to verify this. Please arrange for the change to be made.

Thank you,

Sincerely,



Dea Andrews
Administrative Assistant

DIRECTORS

Anne O. Abernethy
James A. Bostick, Jr.
Clinton D. Bucher
Floyd Carter
Roland W. Chamblee, Jr.
James A. Cook
Michele M. Dobski
Nancy Doyle
Bruce D. Huntington
Richard J. Jensen
Wellington D. Jones, III
Dr. Josephine F. Murphy
F. Jay Nimitz
Helen F. Pope
Richard D. Sheffer
Patrick R. Slater
Margaret L. Smith
Robert E. Soderberg
Joann W. Sporleder
William A. Welsheimer, Jr.
Winifred J. Wulf

STAFF

Jeffrey V. Gibney
Executive Director
Dea Jean Andrews
Administrative Assistant
Stephen J. Luecke
Construction Consultant
Don R. McManus
Director, Site Office

Encl: Affidavit for assumed name
Check #2283 for \$26.00
Copy of original certification for incorporation

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To amend the articles of incorporation of

WESTBANK, INC. has been prepared in pursuance of the provisions of Article 10 of the Indiana Code.

SOUTHOLD HERITAGE FOUNDATION, INC.

and said Articles of Incorporation have been prepared and adopted in accordance with the provisions of the

Indiana Notary Public's Commission Act of 1977,

as amended,

the name of the corporation is amended as follows:

SOUTH BEND HERITAGE FOUNDATION, INC.

Now, WHEREAS, I, JOSEPH H. KASCHER, Secretary of said corporation, hereby certify that I have this day filed said articles of amendment with

The notary has certified the foregoing amendments to the articles of incorporation of

WESTBANK, INC. as amended, and by
myself and filed the same in the office of
the Secretary of State of the State of Indiana,
this twenty-ninth day of December, 1991.

Witness my hand and seal of office at Indianapolis,
Indiana, this twenty-ninth day of December, 1991.

JUN 02 1992
MICROFILMED

Notary Public for the State of Indiana
My Commission Expires _____

7407-220

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SOUTHOLD HERITAGE FOUNDATION, INC.

RECORDED
DEC 27 1980
Joseph H. Hight
SECRETARY OF STATE OF INDIANA

The undersigned officer of Southold Heritage Foundation, Inc. (hereinafter referred to as the "Corporation") existing pursuant to the provisions of The Indiana Not-For-Profit Corporation Act of 1971, as amended (hereinafter referred to as the "Act"), and doing business as South Bend Heritage Foundation, desiring to give notice of corporate action effectuating amendment to its Articles of Incorporation, certifies the following facts:

APPROVED
AND
FILED

ARTICLE I

Amendments

Joseph H. Hight
SECRETARY OF STATE OF INDIANA

Section 1.1. The date of incorporation of the Corporation is July 11, 1974.

Section 1.2. The name of the Corporation is South Bend Heritage Foundation, Inc.

Section 1.3. The exact text of Article II, Section A of the Articles of Incorporation (hereinafter "Articles"), as amended, supersedes and takes the place of the previously existing Article II, Section A of the Articles of the Corporation and is as follows:

A. Educational and Charitable Purposes. To employ the corporate organization of the Foundation solely for the educational and charitable purposes including the advancement of knowledge in the State of Indiana pertaining to historical and architecturally significant sites and structures and the promotion of low income and affordable housing, and in furtherance of such educational and charitable purposes to own, preserve, redevelop, construct, improve, renovate, and maintain sites and structures of historical, architectural, educational, and cultural significance within St. Joseph County, Indiana (such area being hereinafter referred to as the "Foundation Area"), or sites and structures which provide low income or affordable housing within the Foundation area.

Section 1.4. The exact text of Article II, Section D of the Articles, as amended, supersedes and takes the place of the previously existing Article II, Section D of the Articles of the Corporation and is as follows:

D. Promotion of Low Income and Affordable Housing. To employ the corporate organization of the Foundation in furtherance of its charitable purpose by promoting low income and affordable housing thus minimizing displacement and gentrification which often accompanies the revitalization of historic areas and districts.

Section 1.5. The exact text of Article II, Section F of the Articles, as amended, supersedes and takes the place of the previously existing Article II, Section E of the Articles of the Corporation and is as follows:

E. Ancillary Purposes. To employ the corporate organization of the Foundation in furtherance of its educational and charitable purposes by cooperating with and assisting the United States of America, the State of Indiana, St. Joseph county, and the City of South Bend, and the various commissions, governmental bodies, officials, and employees of such governments in carrying out the purposes for which the Foundation is organized; and to cooperate with or affiliate with other charitable, educational, historical, cultural, civic or municipal associations, corporations, or groups organized for and carrying out any one or more of the purposes for which the Foundation is organized; to do everything necessary for the accomplishment of any of the purposes herein set forth and to do all things which are allied with or incidental to the foregoing, which are not forbidden by the Act, by other law, or by these Articles.

Section 1.6. The exact text of Article II, Section II of the Articles, as amended, supersedes and takes the place of the previously existing Article II, Section H of the Articles of the Corporation and is as follows:

H. Specific Powers. Subject to any specific written limitations imposed by the Act, by other law, or by these Articles of Incorporation and solely in furtherance of, but not in addition to, the corporate purposes, as stated in paragraphs A through F, the Foundation shall have the following specific powers:

(1) Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary to accomplish the corporate purposes, as stated in paragraphs A through F, and such as are not repugnant to law.

(2) To Appoint Officers and Agents. To elect or appoint officers and agents of the Foundation and define their duties and fix their compensation.

(3) To Act as Agent. To act as agent or representative for any individual, association, corporation, trust, statutory commission, or other legal entity, respecting any business, the purpose of which is similar to the corporate purposes as stated in paragraphs A through F.

(4) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, construct, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, every kind of interest in real property.

(5) To Deal in Personal Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, exchange, sell, deal in and dispose of, either alone or in cooperation with others, every kind of interest in personal property.

(6) To Deal in Securities. To purchase, take, receive, subscribe for, or otherwise dispose of, and to deal in shares of other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality.

(7) To Make Contracts. To enter into, perform, cancel, and rescind all kinds of contractual obligations.

(8) To Borrow Funds. To borrow or raise funds for any of the corporate Purposes stated in paragraphs A through I' without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the Foundation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(9) To Lend Funds. To lend funds for any of the corporate Purposes stated in paragraphs A through F, including the investment of its funds from time to time, and to take real and personal property as security for the payment of funds so loaned or invested.

(10) To Solicit Funds. To solicit both by public and by private solicitation and to accept, whether by way of outright, limited or conditional gifts, inter vivos, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds, including property, both real, personal and mixed, principal or income, tangible or intangible, present or future, vested or contingent, on behalf of the Foundation.

(11) To Expend and Distribute Funds. To expend the funds of the Foundation, including property, real, personal and mixed, principal or income, tangible or intangible, present or future, vested or contingent, in observance of the corporate purposes stated in paragraphs A through F and to distribute the funds of the Foundation by way of gift to such individuals, associations, corporations, trusts, statutory commissions, or other legal entities, gifts to which have been ruled to be deductible from income in

calculating the federal Income Tax, ruled to be exempt from the incidence of the federal Gift Tax, and deductible for purposes of calculating the federal Estate Tax, if the distribution of such funds further the corporate purposes stated in paragraphs A through F.

(12) Establishment and Maintenance of Foundation. To expend funds for the establishment and maintenance of the Foundation and the achievement of the corporate purposes stated in paragraphs A through F.

Section 1.7. The exact text of Article II, Section J.5 of the Articles, as amended, supersedes and takes the place of the previously existing Article II, Section J.5 of the Articles of the Corporation and is as follows:

5. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or under corresponding provisions of any subsequent tax law; any assets not so disposed shall be disposed of by the judge of the Circuit Court of St. Joseph County, Indiana, exclusively for such purposes or to such organizations as the court shall determine, which are organized and operated for Code Section 501(c)(3) purposes.

Section 1.8. The exact text of Article VI, Section 1 of the Articles, as amended, supersedes and takes the place of the previously existing Article VI, Section 1 of the Articles of the Corporation and is as follows:

Section 1. Number of Directors. The initial Board of Directors is composed of --- members. If the exact number of Directors is not stated, the minimum number shall be 9 and the maximum number shall be 24. Provided, however, that the exact number of Directors shall be prescribed from time to time in the Bylaws of the Corporation: AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

Section 1.9. The exact text of Article VI, Section 6 of the Articles, as amended, supersedes and takes the place of the previously existing Article VI, Section 6 of the Articles of the Corporation and is as follows:

Section 6. Terms and Vacancies. The Board of Director shall be divided into three classes of Directors. The first class of not more than seven Directors

shall serve until July 3, 1977 or until their successors are elected. The second class of not more than seven Directors shall serve until July 3, 1976 or until their successors are elected. The third class of not more than seven Directors shall serve until July 3, 1975 or until their successors are elected. A class of not more than eight Directors shall be elected annually for a term of three years to succeed those whose terms have expired. Such annual election may be held at a meeting of the members of the Foundation and each participating member, except Junior members, present in person shall be entitled to vote for the number of persons to be elected, who shall have been nominated by the Directors or by such members at the meeting, and the persons receiving the most votes shall be elected as Directors. Such annual election may also be conducted by mail, and each participating member, except Junior members, shall be entitled to vote for the number of persons to be elected, who shall have been nominated by the Directors or by such members by addition to the ballot, and the persons receiving the most votes shall be elected as Directors. In event that such a vote shall result in a tie, the members shall select from the persons, who have received the same number of votes, the person or persons who shall be Directors. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board and a Director selected to fill a vacancy shall serve until the next annual membership meeting.

Section 1.10. The exact text of Article VI, Section 7 of the Articles, as amended, supersedes and takes the place of the previously existing Article VI, Section 7 of the Articles of the Corporation and is as follows:

Section 7. Quorum. Nine members of the Board of Directors shall be necessary to constitute a quorum.

Section 1.11. The exact text of Article IX, Section 3 of the Articles, as amended, supersedes and takes the place of the previously existing Article IX, Section 3 of the Articles of the Corporation and is as follows:

Section 3. Amendment of the Articles of Incorporation. The Foundation reserves the right to amend, supplement, restate or repeal all or any part of the provisions contained in these Articles of Incorporation. The process for amending the Articles shall be initiated by a resolution adopted by a majority vote of all members of the Board of Directors, at a meeting duly called for that purpose. Such resolution shall set forth the proposed amendment to the Articles and direct that it be submitted to a vote of the membership at a designated meeting. The Board shall provide the members with ten days advance notice concerning said meeting. The articles of amendment must then be adopted by the members of the corporation at the meeting, or by unanimous written consent of the members prior to the meeting. After the approval of the membership is obtained, the amended articles must be filed with the Indiana Secretary of State, subject to the provisions of the Act.

ARTICLE II

Manner of Adoption and Vote

Section 2.1. Action by Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Articles II.A, II.D, II.E, II.H, II.J.5, VI.1, VI.6, VI.7, and IX.3 of the Articles of Incorporation and directing a meeting of the members, to be held on October 25, 1990, allowing such members to vote on the proposed amendment. The resolution was adopted by a vote of the Board of Directors at a meeting held on October 25, 1990, at which a quorum of such Board was present.

Section 2.2. Action by Members. The members of the Corporation entitled to vote in respect to the Articles of Amendment adopted the proposed amendment. The proposed amendment was adopted by a vote of such members during the meeting called by the Board of Directors. The result of such vote is as follows:

MEMBERS ENTITLED TO VOTE: 22

MEMBERS VOTED IN FAVOR: 14

MEMBERS VOTED AGAINST: 0

Section 2.3. Compliance with Legal Requirements. The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment of the Articles of Incorporation of the Corporation, and verifies subject to the penalties of perjury that the facts contained herein are true, this 21 day of December, 1990.

Michèle Dobski Skidler

Printed: MICHELE DOBSKI SHIDLER

Title: PRESIDENT

This instrument was prepared by Tracy Heslin Bock, Attorney at Law, ICE MILLER DONADIO & RYAN, One American Square, Box 82001, Indianapolis, Indiana 46282-0002.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

SOUTH BEND HERITAGE FOUNDATION, INC.

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the

Indiana Nonprofit Corporation Act of 1991,

as amended.

NOW, THEREFORE, I, JOSEPH H. HOGSETT, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is November 12, 1993.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twelfth day of November, 1993

Joseph H. Hogsett
JOSEPH H. HOGSETT, Secretary of State

By Kerolice H. Bunker
deputy

APPROVED
AND
FILED
IND. SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
SOUTH BEND HERITAGE FOUNDATION, INC.

RECEIVED
93 NOV 12 P 2:58
INDIANA SECRETARY OF STATE

The above corporation (the Corporation") existing pursuant to the Indiana Not-for-Profit Corporation Act of 1971, as amended (the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certifies the following facts:

ARTICLE I
Amendments

SECTION 1.1: The name of the Corporation following this amendment is South Bend Heritage Foundation, Inc.

SECTION 1.2: The exact text of Article II, Section A of the Articles of Incorporation (the "Articles"), as amended, supersedes and takes the place of the previously existing Section A of Article II and is now as follows:

- A. Educational and Charitable Purposes. To employ the corporate organization of the Foundation solely for educational and charitable purposes, including the advancement of knowledge in the State of Indiana pertaining to historical and architecturally significant sites and structures, the promotion of low income and affordable housing, and the provision of decent housing that is affordable to low-income and moderate-income persons, and in furtherance of such educational and charitable purposes to own, preserve, redevelop, construct, improve, renovate, and maintain sites and structures of historical, architectural, educational and cultural significance within St. Joseph County, Indiana (such area being hereinafter referred to as the "Foundation Area"), and sites and structures which provide decent housing that is affordable to low-income and moderate-income persons within the Foundation Area.

SECTION 1.3: The exact text of Article II, Section D, of the Articles, as amended, supersedes and takes the place of the previously existing Section D of Article II and is now as follows:

- D. Promotion and Provision of Decent Housing Affordable to Low-Income and Moderate-Income Persons. To employ the corporate organization of the Foundation in furtherance

of its charitable purpose by promoting low-income and affordable housing and by providing decent housing that is affordable to low-income and moderate-income persons, thus minimizing displacement and gentrification which often accompany the revitalization of historic areas and districts.

SECTION 1.4: The exact text of Article VI, Section 1, of the Articles, as amended, supersedes and takes the place of the previously existing Section 1 of Article VI and is now as follows:

Section 1. Number of Directors; Quorum. The Board of Directors shall be composed of no fewer than nine (9) and no more than thirty (30) directors; provided, however, that the exact number of the directors shall be prescribed from time to time in the bylaws of the Corporation and provided further that under no circumstances shall the minimum number be less than three (3). At any meeting of the Board of Directors, the presence of one-third of the total number of directors, but in no case less than two (2), shall constitute a quorum for the transaction of any business.

SECTION 1.5: Article VI, Section 7, shall be deleted in its entirety.

ARTICLE II

Manner of Adoption and Vote

Section 2.1. Action by Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Articles II.A, II.D, VI.1 and VI.7 of the Articles of Incorporation and directing a meeting of the members, to be held on February 25, 1993, allowing such members to vote on the proposed amendment. The resolution was adopted by a vote of the Board of Directors at a meeting held on February 25, 1993, at which a quorum of such Board was present.

Section 2.2. Action by Members. The members of the Corporation entitled to vote in respect to the Articles of Amendment adopted the proposed amendment. The proposed amendment was adopted by a vote of such members during the meeting called by the Board of Directors. The result of such vote is as follows:

MEMBERS ENTITLED TO VOTE:	<u>24</u>
MEMBERS VOTED IN FAVOR:	<u>11</u>
MEMBERS VOTED AGAINST:	<u>0</u>

Section 2.3. Compliance with Legal Requirements. The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment of the Articles of Incorporation of the Corporation, and verifies subject to the penalties of perjury that the facts contained herein are true, this 26 day of October, 1993.

William A. Welsheimer, Jr.
William A. Welsheimer, Jr.

Its: President

This instrument was prepared by Eugenia S. Schwartz, Attorney at Law, NICKLE & PIASECKI, 205 W. Jefferson Blvd., Suite 600, South Bend, Indiana, 46601

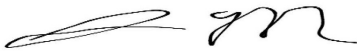
IN WITNESS WHEREOF, the City and the Organization have signed this Real Property Transfer Agreement to be effective as of the Effective Date.

CITY OF SOUTH BEND
BOARD OF PUBLIC WORKS

CITY OF SOUTH BEND, INDIANA
BOARD OF PUBLIC WORKS



Elizabeth A. Maradik, President



Joseph R. Molnar, Vice President



Gary A. Gilot, Member



Briana Micou, Member



Murray L. Miller, Member

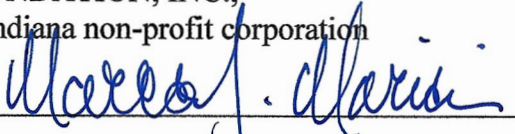
ATTEST:



Theresa M. Heffner, Clerk

Date: June 25, 2024

SOUTH BEND HERITAGE
FOUNDATION, INC.,
an Indiana non-profit corporation

By: 

Printed: Marco S. Mariani

Title: EXECUTIVE DIRECTOR

**BOARD OF PUBLIC WORKS
AGENDA ITEM REVIEW REQUEST FORM**

Date June 13, 2024 Department DCI
 Name Joseph Molnar Division/Bureau Planning
 BPW Date **June 25, 2024** Phone Extension 6052

Required Prior to Submittal to Board

Legal Attorney Name: Danielle Campbell Weiss
 Controller
 Purchasing

Check the Appropriate Item Type – Required for All Submissions

Agreement Amendment Contract Proposal Addendum
 Professional Services Resolution
 Bid Opening Bid Award Req. to Advertise Title Sheet
 Quote Opening Quote Award
 Change Order No. _____ C/O & PCA No. _____ PCA
 Ease/Encroach. _____ Traffic Control: _____
 Other: _____

Required Information

Company or Vendor Name South Bend Heritage Foundation, Inc.
 Yes No If Yes, Approved by _____
 Purchasing
 New Vendor
 MBE/WBE Contractor MBE WBE
 MBE/WBE Contractor Requested No Yes Name of Company _____
 Project Name **Transfer of Real Property 421 Sherman**
 Project Number _____
 Funding Source _____
 Account No. _____
 Amount _____
 Terms of Contract _____
 Purpose/Description **The City is transferring ownership of 421 Sherman St. to the non-profit South Bend Heritage Foundation for new construction low-mod income housing through use of HOME funds.**
 Required Contractor's Certification Forms Attached (Non-Collusion, Non-Discrimination, Non-Debarment, E-Verify, Iran, etc.)

Required For Change Orders Only

Amount of Increase \$ _____
 Decrease \$ _____
 Previous Amount \$ _____
 Current Percent of Change: _____ %
 New Amount \$ _____
 Total Percent of Change: _____ %

Dispersal After Approval

Copy Original
 Andrew Netter

