

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF

WEST INDIANAPOLIS NEIGHBORHOOD CONGRESS, INC. (WINC INC.)

**LARRY A. CONRAD,**

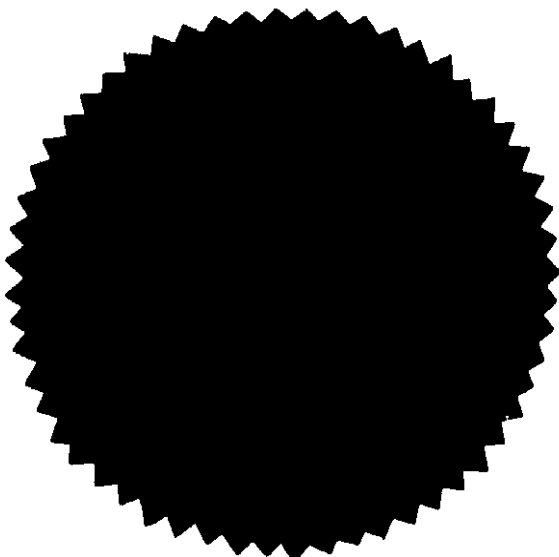
I, ~~WINDYKONZORUS~~ Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above not for profit Corporation, in the form prescribed by my office, prepared and signed in triplicate by the incorporators and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the triplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining two copies of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporators or their representatives; all as prescribed by the provisions of the Indiana General Not For Profit Corporation Act, as amended.

Wherefore, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence 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 **22nd** day of **April**, 19**71**

~~WINDYKONZORUS~~ Secretary of State  
**LARRY A. CONRAD,**

By \_\_\_\_\_ Deputy



382  
#

**APPROVED  
AND  
FILED**

APR 22 1971

  
SECRETARY OF  
STATE OF INDIANA

Corporate Form No. 131 (Jan. 1971)—Page One  
ARTICLES OF INCORPORATION (Not for Profit)

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

Use 8½ x 11 Inch Yellow Paper for Inserts

Filing Requirements—Present 3 Executed Copies to  
Secretary of State, Room 155, State House, Indian-  
apolis, Indiana 46204

Recording Requirements—Record 1 of such 3 Exe-  
cuted Copies, as Approved and Returned by Secre-  
tary of State, with Recorder of County where  
Principal Office is located.

## ARTICLES OF INCORPORATION OF

West Indianapolis Neighborhood Congress, Inc (WINC Inc )

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

### ARTICLE I

#### Name

The name of the Corporation is West Indianapolis Neighborhood Congress, Inc.  
(WINC Inc.)

### ARTICLE II

#### Purposes

The purposes for which the Corporation is formed are:

Section 1. In General.

- a. To ensure the integrity of residential life in this community.
- b. To plan the future use of neighborhood resources.
- c. To provide a forum for community opinion.
- d. To develop and implement ways and means of resolving neighborhood problems through community participation.



ARTICLE II PURPOSES Continued.

Section 2. Non-Profit Purpose.

The Corporation is organized exclusively as a charitable non-profit corporation, and its activities shall be conducted for the foregoing purposes in such manner that no part of its net earnings will inure to the benefit of any member or individual. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 and the regulations thereunder as they currently exist or as they may hereafter be amended.

Section 3. Powers.

Except as otherwise limited by the provisions of these Articles of Incorporation, the Corporation shall have all of the general rights, privileges and powers that may be conferred upon Corporations organized under The Indiana General Not for Profit Corporation Act.

## ARTICLE III

### Period of Existence

The period during which the Corporation shall continue is in perpetuity

## 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 Paul Nick Block

(Name)

1814 Lambert Street, Indianapolis, INDIANA 46221  
(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 \_\_\_\_\_

1917 W. Morris Street, Indianapolis, INDIANA 46221  
(Number and Street or Building) (City) (State) (Zip Code)

## Article V

### Membership

**Section 1. Classes.** There shall be two (2) classes of members:

Class One--Individual Members: All persons maintaining a household or maintaining a business or profession in the area to be defined by the By-Laws as West Indianapolis who have joined the Corporation according to procedures to be set out in the By-Laws. The Class One--Individual Members shall be collectively known as the "Town Meeting."

(See Insert)

**Section 2. Rights, Preferences, Limitations, and Restrictions of Classes.**

(a) Both Class One--Individual Members and Class Two--Organizational Members must renew their membership annually according to procedures to be set out in the By-Laws.

(b) Class Two--Organizational Members shall provide to the Corporation an annual statement of the organization's purposes and the number of its constituents.

(See Insert)

**Section 3. Voting Rights of Classes.**

(See Insert)

ARTICLE V MEMBERSHIP Continued. (Section 1. Classes.)

Class Two--Organizational Members: All organizations operating within the area to be defined by the By-Laws as West Indianapolis which have joined the Corporation according to procedures to be set out in the By-Laws.

Section 2. Rights, Preferences, Limitations and Restrictions of Classes Continued.

(c) Individual Members and Organizational Members of the West Indianapolis Neighborhood Congress association shall automatically become respectively Class One--Individual Members and Class Two--Organizational Members in West Indianapolis Neighborhood Congress, Incorporated, subject to the provisions of these Articles.

Section 3. Voting Rights of Classes.

(a) Class One--Individual Members shall each have one vote on all matters properly submitted to that Class for decision.

(b) Class Two--Organizational Members shall have only such voting rights as are set out in these Articles.

(c) Class One--Individual Members shall, as a class, have the right to elect eleven (11) members of the Board of Directors (Delegate Assembly) including the presiding officer of the Board and the officer responsible for performing the duties of a secretary and treasurer.

(d) Class Two--Organizational Members shall each have the right to designate one (1) member of the Board of Directors (Delegate Assembly).

(e) Upon incorporation, the initial Board of Directors (Delegate Assembly) shall adopt the original By-Laws of the Corporation. Thereafter, By-Laws may be made, altered, amended or repealed only by vote of the Class One--Individual Members.

**ARTICLE VIII**  
**Statement of Property**

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

None

**ARTICLE IX**  
**Provisions for Regulation and Conduct**  
**Of the Affairs of Corporation**

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:

Section 1. Disposition of Assets upon Dissolution.

Upon dissolution of the Corporation and after payment of all debts and obligations of the Corporation of whatsoever kind and nature, no member shall be entitled to any distribution or division of the remaining property or proceeds. This remaining property and proceeds shall be used or distributed exclusively for purposes within the intentment of Section 501 (c) (3) of the Internal Revenue Code of 1954 as it may be amended from time to time.

Section 2.

The original Board of Directors shall, upon incorporation, designate the most recent members of the Delegate Assembly of West Indianapolis Neighborhood Congress association as the Board of Directors (Delegate Assembly) of West Indianapolis Neighborhood Congress, Incorporated.

## 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 three (3), and the maximum number shall be 200. Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation.

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

Name	Number and Street or Building	City	State	Zip Code
William A. Bernhard	746 S. Richland St.,	Indianapolis,	Indiana	46221
Opal Payne	1335 Nordyke Avenue,	Indianapolis,	Indiana	46221
Ruth Austin	2320 W. Morris St.,	Indianapolis,	Indiana	46221
Alonia Smith	1408 S. Shepherd St.,	Indianapolis,	Indiana	46221

## ARTICLE VII

### Incorporators

**Section 1. Names and Post Office Addresses.** The names and post office addresses of the incorporators of the Corporation are as follows:

Name	Number and Street or Building	City	State	Zip Code
William A. Bernhard	746 S. Richland St.,	Indianapolis,	Indiana	46221
Opal Payne	1335 Nordyke Avenue,	Indianapolis,	Indiana	46221
Alonia Smith	1408 S. Shepherd St.,	Indianapolis,	Indiana	46221

**Section 2. Age.** All of such incorporators are of lawful age.

**Section 3. Citizenship.** A majority of the incorporators are citizens of the United States of America.

6

The undersigned, being three or more natural persons of lawful age, at least a majority of whom are citizens of the United States, 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 law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, we the undersigned do hereby execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 22 day of April, 1971.

William A. Bernhard  
(Written Signature)

Opal Payne  
(Written Signature)

William A. Bernhard  
(Printed Signature)

Opal Payne  
(Printed Signature)

Alonia Smith  
(Written Signature)

Alonia Smith  
(Printed Signature)

State of Indiana }  
County of Marion } SS:

Before me, Delilah L. Ashby, a Notary Public in and for said County and State, personally appeared

William A. Bernhard

Opal Payne

Alonia Smith

(CORPORATE SEAL)

and severally acknowledged the execution of the foregoing Articles of Incorporation.

WITNESS my hand and Notarial Seal this 22nd day of April, 1971.

Delilah L. Ashby  
Notary Public

My commission expires: 1-13-74

This instrument was prepared by Peter L. Wormser, Attorney at Law,  
1107 Prospect Street, Indianapolis, Indiana 46203  
(Number and Street or Building) (City) (State) (Zip Code)