

**MINUTES OF THE MARCH 27, 2014 SPECIAL BOARD MEETING
HIGHLAND COMMUNITY FOUNDATION, INC
TOWN HALL COUNCIL CHAMBERS, HIGHLAND, INDIANA**

Roll Call:

President Jim Dal Santo called the meeting to order at 6:41 PM

- Present – Jim Dal Santo, Patty Dunham, Rich Garza, Jr., Richard Krooswyk, Terry Krooswyk, Cecile Petro, Pat Popa, and Richard Underkofler.
- Absent – Paul Doherty, Kathy Grimler, Ed Stone and Judy Vaughn requested excused absences.

Amend Organizing Document: Motion made by Richard Krooswyk to approve Resolution 2014-01 approving Articles of Amendment to the Articles of Incorporation of Highland Community Foundation, Inc. Motion was seconded by Pat Popa. Motion passed by unanimous consent. A signed copy is attached and incorporated herein by reference.

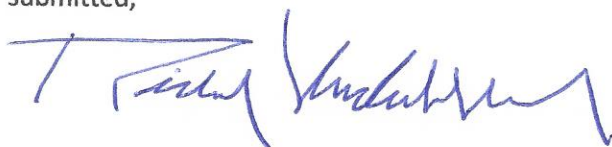
Next Meetings:

1. Tuesday, April 22, 2014, 10:00 AM, Lincoln Center: Interview contractors who submit design-build contract proposals for the 45th Street Landscape Improvement
2. Thursday, April 24, 2014, 9:00 AM, Radisson Star Plaza, Merrillville: Legacy Foundation Neighborhood Spotlight Grant Eligibility Training
3. Thursday, May 8, 2014, 6:30 PM, Lincoln Center: Next Board Meeting

Adjournment: Motion made by Patty Dunham to adjourn the meeting. Motion was seconded by Rich Garza. Motion passed by unanimous consent. The meeting adjourned at 6:48 PM.

Respectfully submitted,

Secretary

A handwritten signature in blue ink, appearing to read "Terry Krooswyk", is written over the word "Secretary".

HIGHLAND COMMUNITY FOUNDATION, INC.
RESOLUTION: 2014-01

**A RESOLUTION APPROVING ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF HIGHLAND COMMUNITY
FOUNDATION, INC.**

WHEREAS, a Certificate of Incorporation of Highland Community Foundation, Inc. (hereinafter, "the Foundation") was certified by the Indiana Secretary of State on September 27, 2012 as prescribed by provisions of the Indiana Nonprofit Corporation Act of 1991; and

WHEREAS, the Foundation has applied for Recognition of Tax Exemption under Section 501(c)(3) of the Internal Revenue Code (IRS Form 1023); and

WHEREAS, a letter was received from the Internal Revenue Service dated March 19, 2014 reporting the organizing document of the Foundation must be amended to meet the requirements of regulations of the Internal Revenue Service; and

WHEREAS, amendments to the Articles of Incorporation of the Foundation intended to meet requirements of the regulations of the Internal Revenue Service have been proposed consistent with instructions for IRS Form 1023 and guides provided in an Appendix to IRS Publication 557; and

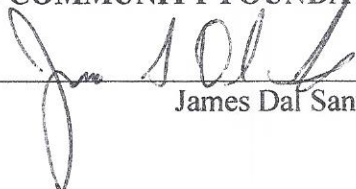
WHEREAS, the Board of Directors of the Foundation has determined the proposed amendments are acceptable and necessary to the approval of 501(c)(3) status.

NOW, THEREFORE, BE IT RESOLVED, Articles of Amendment to the Articles of Incorporation of Highland Community Foundation, a copy of which are attached and incorporated herein by reference, are hereby approved and ratified in each and every respect.

BE IT FURTHER RESOLVED that President James Dal Santo is hereby authorized to execute the Articles of Amendment by his signature.


DULY ADOPTED at a meeting held March 27, 2014 of the Board of Directors of Highland Community Foundation, Inc. at which a quorum of the Board was present.

HIGHLAND COMMUNITY FOUNDATION, INC.



James Dal Santo, President

ATTEST:



Richard Underkofler, Secretary



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R12 / 4-12) / Corporate Form No. 364-2 (May 1988)

Approved by State Board of Accounts 1995

CONNIE LAWSON
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-17-17-1 et seq.
FILING FEE: \$30.00

The undersigned officer of the Nonprofit Corporation named in Article I below (hereinafter referred to as the "Corporation") desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (check appropriate box)

- ☐ The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- ☐ Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)
- ☒ Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

ARTICLE I - AMENDMENT(S)

SECTION 1: The name of the Corporation is:

Highland Community Foundation, Inc.

SECTION 2: The date of incorporation of the Corporation is (month, day, year):

09/27/2012

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

Highland Community Foundation, Inc.

SECTION 4

II Purpose and VII Distribution of Assets on Dissolution

The exact text of Article(s) _____ of the Articles of Incorporation is now as follows.

Article II (Purposes for which the Corporation is formed) is repealed and amended to read:

A. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Paragraph A of this Section. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VII (Distribution of assets on dissolution or final liquidation) is repealed and amended to read:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose in a manner sufficient to comply with Indiana Code 23-17-22-5. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 5

The date of adoption of the amendment to the Article(s) _____ of Incorporation was March 27, 2014

ARTICLE II - MANNER OF ADOPTION AND VOTE

SECTION 1: Action by Board of Directors

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: (select one)

- ☒ At a meeting held on March 27, 20 14, at which a quorum of such Board was present.
- ☐ By written consent executed on _____, 20 14, and signed by all members of such Board.

SECTION 2: Action by members

IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

☒ Yes ☐ No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

☐ Yes ☐ No

IF APPROVAL OF MEMBERS WAS REQUIRED:

TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
	1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE			
MEMBERS OR DELEGATES VOTED IN FAVOR			
MEMBERS OR DELEGATES VOTED AGAINST			

- ☒ 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 By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of current Officer:

Printed name of Officer:

James Dal Santo

Title of Officer:

President