



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

State Form 4161 (R7 / 8-91) Corporate Form No. 364-2 (May 1988)

Articles of Amendment (Amending Individual Articles Only) Nonprofit

Prescribed by Joseph H. Hogsett Secretary of State of Indiana

Approved by State Board of Accounts 1991

INSTRUCTIONS: Present 2 originally executed copies to:

FILING FEE IS \$30.00

SECRETARY OF STATE
302 W WASHINGTON ST RM E018
INDIANAPOLIS IN 46204

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

FRIENDS OF T.C. STEELE STATE HISTORIC SITE, INC.

The undersigned officers of:

FRIENDS OF T.C. STEELE STATE HISTORIC SITE, INC.

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

(The "Act") gives notice of amendment to its Articles of Incorporation and certifies the following facts:

ARTICLE I - Amendment(s)

SECTION 1: The date of incorporation of the Corporation is:

August 16, 1991

SECTION 2: The name of the Corporation following this amendment to the Articles of Incorporation is:

Friends of T.C. Steele State Historic Site, Inc.

SECTION 3

The exact text of Article ~~X~~ X of the Articles of Incorporation is now as follows.

ARTICLE X

DISSOLUTION

The Corporation may be dissolved by the affirmative vote of two-thirds (2/3's) of all the members of the Corporation.

ARTICLE II - Manner of Adoption and Vote

SECTION 1: Action by Directors

The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article(s) X of the Articles of Incorporation and directing a meeting of the members, to be held on March 8, 1992, allowing such members to vote on the proposed amendment.

The resolution was adopted by: (select appropriate paragraph)

- a. Vote of the Board of Directors at a meeting held on ... 19 ... at which a quorum of such Board was present.
b. Written consent executed on March 8, 1992, and signed by all members of the Board of Directors.

SECTION 2: Action by members or delegates

The members or delegates of the corporation entitled to vote in respect to the Articles of Amendment adopted the proposed Amendment.

The proposed Amendment was adopted by: (select appropriate paragraph)

- a. Vote of such members or delegates during the meeting as called by the Board of Directors. The result of such vote is as follows:

MEMBERS OR DELEGATES ENTITLED TO VOTE:
MEMBERS OR DELEGATES VOTED IN FAVOR:
MEMBERS OR DELEGATES VOTED IN AGAINST:

Table with 2 columns: Description, TOTAL. Row 1: MEMBERS OR DELEGATES ENTITLED TO VOTE: 130. Row 2: MEMBERS OR DELEGATES VOTED IN FAVOR: (empty). Row 3: MEMBERS OR DELEGATES VOTED IN AGAINST: (empty).

- b. Written consent executed on ... 19 ... and signed by at least 80% of such members or delegates.

SECTION 3: Approval by Third Party

If the Corporation's Articles of Incorporation require an amendment to be approved in writing by a specified person other than the Board of Directors, the Corporation has obtained the Third Party's approval pursuant to IC 23-17-17-1.

SECTION 4: 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 By-Laws of the Corporation.

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

Signature of current Officer

Catherine A. Norton

Printed name of Officer

Catherine Norton

Title of Officer

Vice President

FRIENDS OF T.C. STEELE STATE HISTORIC SITE, INC.

CONSENT RESOLUTIONS OF THE BOARD OF DIRECTORS

The undersigned, being all of the directors of Friends of T.C. Steele State Historic Site, Inc. ("Corporation"), an Indiana corporation, pursuant to authority granted under the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, hereby consent to the adoption of the following resolutions, in writing, without a meeting:

Approval of Amendment of Articles.

WHEREAS, the Board of Directors of the Corporation deems it to be in the best interest of the Corporation to amend Article X of the Articles of Incorporation to provide that upon dissolution or final liquidation, the Corporation's assets and property shall be assigned as provided in Article IX, Section 4 of the Articles of Incorporation.

IT IS HEREBY RESOLVED, upon approval by the Members, that Article X of the Corporation's Articles of Incorporation shall be amended to read in its entirety as follows:

ARTICLE X

Dissolution

The Corporation may be dissolved by the affirmative vote of two-thirds (2/3's) of all the members of the Corporation.

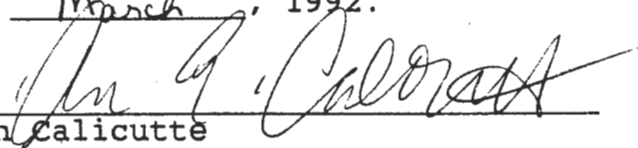
RESOLVED, FURTHER, that the Board of Directors hereby recommends this amendment to the Corporation's Articles of Incorporation to the members of the Corporation for approval by the members.

RESOLVED, FURTHER, that a meeting of the Corporation's members shall be held on March 8, 1992 to consider and to vote on the proposal to amend the Corporation's Articles of Incorporation, unless a written consent of all members approving such proposal is executed prior to such date.

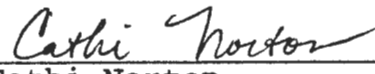
RESOLVED, FURTHER, that upon such approval, each of the officers of the Corporation are authorized and directed to prepare, execute and file all necessary documentation to effectuate such amendment, to give appropriate notice thereof to such persons or entities as they deem necessary and appropriate, and to otherwise take such further actions as they deem necessary and appropriate to effectuate these resolutions.

RESOLVED, FURTHER, that the effective date of these resolutions is March 8, 1992.

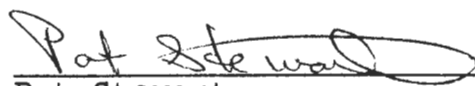
IN WITNESS WHEREOF, the undersigned have set their hands effective as of this 8th day of March, 1992.



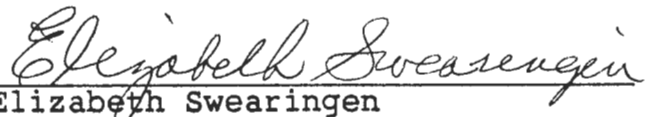
Ann Calicutte



Cathi Norton



Pat Stewart



Elizabeth Swearingen

MJB:2537:bh