

ARTICLES OF INCORPORATION

OF

INDIANA ASSOCIATION FOR FLOODPLAIN AND STORMWATER MANAGEMENT, INCORPORATED

(AS OF SEPTEMBER 27, 2021)

This corporation (the “Corporation”), having been formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby amends and restates its Articles of Incorporation, as follows:

ARTICLE 1

Name

Section 1.01. Name. The name of the Corporation is:

INDIANA ASSOCIATION FOR FLOODPLAIN AND STORMWATER MANAGEMENT,
INCORPORATED (hereinafter referred to as the “Corporation”)

ARTICLE 2

Type of Corporation; Purposes and Powers

Section 2.01. Type of Corporation. The Corporation is a public benefit corporation.

Section 2.02. Purposes. Subject to the provisions set forth in section 2.02(a) and 2.02(b) hereof, the corporation has been organized and shall be operated for charitable, educational or scientific purposes. The purpose of the Corporation is to provide a means of representation regarding policies and activities dealing with floodplain and stormwater management and to advance the study, research and exchange of information on the technical aspects of floodplain and stormwater management as a means of reducing flood damage within Indiana.

2.02(a). **Additional Purposes.** In addition, the Corporation is formed for the purpose of assisting and engaging in all activities which serve charitable, educational, literary, or scientific purposes, which are permitted by the Act, and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501(c)(3) of the Code (the “Code”).

2.02(b). **Limitations.** Nothing contained in these Articles of Incorporation shall be construed to authorize the Corporation to engage in any activities or perform any functions that are not within the definitions of exempt purposes as set forth in Section 501(c)(3) of

the Code. The Corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Code.

Section 2.03. Powers. Subject to any limitations or restrictions imposed by the Act, by the Code of By-Laws of the Corporation, or by these Articles of Incorporation, the Corporation shall have the authority to perform only those acts as are necessary, convenient, or expedient to accomplish the purpose for which the Corporation is formed and such as are not contrary to law.

Section 2.04. Limitations on Powers.

2.04(a). **General limitation.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Code.

2.04(b). **No Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer, or employee.

2.04(c). **No Loans to Directors or Officers.** The Corporation shall make no advancements for services to be performed in the future by, or any loan of money or property to, or guarantee the obligations of, any Director or Officer of the Corporation.

2.04(d). **No Lobbying or Campaigning.** No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 3

Registered Office, Registered Agent, and Incorporator

Section 3.01. Registered Office. The street address of the registered office of the Corporation is:

P.O. Box 30558
Indianapolis, IN 46230

Section 3.02. Registered Agent. The name of the registered agent of the Corporation at the registered office is:

Jess Lanore

Section 3.03. Name and Address of Incorporator. The name and address of the incorporator are as follows:

Siavash Beik
c/o Christopher B. Burke Engineering, LLC.
115 West Washington Street, Suite 1368 South
Indianapolis, Indiana 46204

ARTICLE 4

Members

Section 4.01. Membership. The Corporation will have members consisting of all those who have contributed their annual dues. Members delinquent in dues will have no voting powers or otherwise until Members become current in their payments.

Members will have the right to vote on the following issues:

- Election of Officers;
- The amount of dues; and
- Other voting powers defined by the by-laws.

The procedures and methods for voting shall be described in the by-laws.

ARTICLE 5

Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 5.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 5.02. Qualification and Election of Directors. The Corporation's Board of Directors shall consist of such persons as shall from time to time be elected as Directors of the Corporation in accordance with the Corporation's Code of By-Laws.

Section 5.03. Code of By-Laws. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Code of By-Laws of the Corporation.

Section 5.04. Limitation on Powers of the Board of Directors. Notwithstanding any contrary provisions in these Articles of Incorporation, the Board of Directors shall not have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Code.

Section 5.05. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation

or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, however, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying the Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code. Amendments to the Articles of Incorporation may be proposed either by the Board of Directors, or by a written petition signed by ten percent (10%) of the membership of the Corporation. The proposed amendment shall be published to all members along with notice giving the date and time of the scheduled board meeting or special meeting that the amendment will be discussed and/or voted on. For adoption of any amendment to the Articles of Incorporation, the amendment must pass by a unanimous vote of the Board of Directors. All Directors must be present for the vote or must submit a vote by proxy.

ARTICLE 6

Dissolution

Section 6.01. Dissolution. In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to any nonprofit corporation, trust, foundation, or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from federal income taxation under section 501(c)(3) of the Code. Any such assets not so transferred by the Board of Directors shall be disposed of by the circuit court of the county in which the registered office of the corporation is located, exclusively for such tax-exempt purposes or to such tax exempt organization as the circuit court shall determine. No Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

ARTICLE 7

Restrictions Applicable if the Corporation Is Or Becomes A Private Foundation

Section 7.01. Restrictions. Notwithstanding anything contained in these Articles of Incorporation to the contrary, in the event and if for any reason the Corporation should fail to qualify as a “public charity” and is classified as a “private foundation” as that term is defined in Section 509(a) of the Code, then and in such event and in order to comply with Section 508(e) of the Code, and for so long as the Corporation may be deemed to be a “private foundation,” the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions, and limitations:

7.01(a). **Self Dealing.** The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

7.01(b). **Mandatory Distributions.** The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

7.01(c). **Excess Business Holdings.** The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

7.01(d). **Jeopardizing Investments.** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

7.01(e). **Taxable Expenditures.** The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 8

Definitions

Section 8.01. Definitions. Any reference made herein to a Section of the “Code” shall include that Section of the Internal Revenue Code of 1986, as well as (1) any subsequent amendments thereto; (2) the corresponding provisions in any recodification of the Internal Revenue Code; and (3) the Treasury Regulations promulgated under such Section.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 3.03, executes these Articles of Incorporation on September 27, 2021.


_____,
Incorporator