

**AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION OF
HEALTHY HOOSIERS FOUNDATION, INC.**

The undersigned officer of ISDH Healthy Hoosiers Foundation, Inc. (the “Corporation”), a corporation which exists pursuant to the Indiana Nonprofit Corporation Act of 1991 (Indiana Code Section 23-17-1, *et seq.*, as amended (the “Act”), hereby gives notice of the Amendment and Restatement of the Corporation’s Articles of Incorporation in their entirety and certifies as to the following facts:

Article I
Amendment and Restatement

Section 1. Date of Incorporation. The date of incorporation of the Corporation was March 10, 2014.

Section 2. Name of Corporation. The name of the Corporation following this Amendment and Restatement to the Articles of Incorporation shall become Healthy Hoosiers Foundation, Inc.

Section 3. Amendment and Restatement. The Amended and Restated Articles of Incorporation of the Corporation now are, in their entirety, set forth as Exhibit A attached hereto and made a part hereof by this reference thereto.

Section 4. Date of Adoption. The Amended and Restated Articles of Incorporation of the Corporation are adopted February 25, 2021.

Article II
Manner of Adoption and Vote

Section 1. Action by the Board of Directors. The Board of Directors of the Corporation duly adopted a resolution approving the attached Amended and Restated Articles of Incorporation at a meeting held on February 4, 2021 at which a quorum of such Board was present.

Section 2. Action by the Members Not Required. The Corporation has no Members.

Section 3. Third Party Approval. The attached Amended and Restated Articles of Incorporation were approved by the Governor of the State of Indiana on February 25, 2021.

Section 4. Legal Compliance. The manner of the adoption of the Amended and Restated Articles of Incorporation 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.

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

ISDH HEALTHY HOOSIERS FOUNDATION, INC.

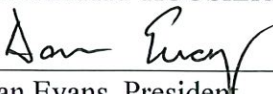
By: 
Dan Evans, President

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEALTHY HOOSIERS FOUNDATION, INC.**

These Amended and Restated Articles of Incorporation of Healthy Hoosiers Foundation, Inc. (the “**Corporation**”) supersede and take the place of previously existing Articles of Incorporation of the Corporation, as amended, in accordance with the Indiana Nonprofit Corporation Act of 1991, as amended (the “**Act**”).

TEXT OF THE AMENDED AND RESTATED ARTICLES

As of the date of filing with the Indiana Secretary of State, the exact text of the entire Articles of Incorporation of the Corporation, as amended and restated, is as follows:

ARTICLE I

Name and Type of Corporation

Section 1.1. Name and Type. The name of the Corporation is Healthy Hoosiers Foundation, Inc. The Corporation is a public benefit corporation.

Section 1.2. Principal Office. The principal office of the Corporation for the transaction of business is to be located within the County of Marion, State of Indiana.

ARTICLE II

Purposes and Powers

Section 2.1. Specific Purposes. The Corporation is formed for the purpose to:

(a) Provide support, resources, and assistance to the Indiana State Department of Health (“Supported Organization”);

(b) Undertake activities to carry out the purposes and programs of the Supported Organization, including without limitation, programs intended to reduce infant mortality, increase childhood immunizations, reduce obesity, reduce smoking rates, address HIV/Aids issues, and attend to other mental and physical health problems facing the citizens of the State of Indiana; and

(c) Transact any and all lawful business for which nonprofit corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for nonprofit purposes.

Section 2.2. Nonprofit Purposes.

(a) The Corporation is organized to operate exclusively for the purposes established in this Article II. Contributions received by the Corporation will either be used directly to satisfy these purposes or will be invested with the income generated therefrom used to carry out the Corporation's charitable purposes.

(b) 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 any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding provisions of any subsequent Federal tax laws, or

(ii) By a corporation, contributions to which are deductible under Section 170(c)(1) or (2) or Section 2522(a)(1) or (2) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation is organized, and at all times will be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Supported Organization. Nothing in these Articles empowers the Corporation to engage in activities which are not in furtherance of the above-mentioned purposes, and the Corporation may not operate to support or benefit organizations other than the Supported Organization and those persons and organizations benefitted or to be benefitted by the Supported Organization.

Section 2.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power to:

(a) Do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law;

(b) Engage in transactions, financial or otherwise, with a class of nonprofit corporations exempt from federal taxation pursuant to Section 501(a) of the Code or corresponding provisions of any subsequent Federal tax laws. Such transactions shall include, but not be limited to, the transfer of assets, bargain sales, the borrowing or leasing of employees, the sharing of goods or services, the guarantee of the payment of principal, interest or other payment in whatever form on obligations evidenced by any form of indebtedness, and the guarantee of performance of any obligation of any member of said class of nonprofit corporations. Each member of said class shall be affiliated with the Corporation by either:

(i) Supporting the Corporation, being supported by the Corporation, or supporting or being supported by the same corporation or corporations as the Corporation pursuant to Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, or

(ii) Being described in Sections 501(c)(2) or 501(c)(25) of the Code or corresponding provisions of any subsequent Federal tax laws, by paying over its income, less expenses, to the Corporation or to an organization described in Subsection 2.3(b)(i) above; and

(c) Have, exercise, and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 2.4. Limitation Upon Dissolution. In the event the Board of Directors of the Corporation determines that the Corporation should be dissolved, then in such event, all of the assets of the Corporation, over and above those needed to pay off any debts and liabilities of the Corporation, shall be distributed to the Indiana State Department of Health (“Supported Organization”), so long as the Supported Organization is in existence and is a governmental entity exempt from federal tax under Section 115 of the Code or any successor statute thereto. In the event the Supported Organization is not as described in the previous sentence, then the Corporation’s assets shall be distributed to one or more other corporations or organizations which are exempt organizations under Section 501(c)(3) of the Code or any successor statute thereto, as the Board of Directors shall determine, with any assets not so disposed of to then be disposed of by the Judge of the Circuit Court of Marion County to such tax exempt corporations organizations as said Court shall determine. After the property has been substantially disposed of in such manner, the Corporation shall take such legal steps as may be necessary to dissolve and after the dissolution has been accomplished, any money or property remaining shall also be distributed in such manner.

ARTICLE III Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV Registered Agent and Registered Office

The name and address of the Registered Agent and Registered Office is Scott Zarazee, 2 North Meridian Street, Indianapolis, Indiana 46204. The undersigned represents that the Registered Agent named in these Articles of Incorporation has consented to the appointment of registered agent. The Registered Agent is a noncommercial registered agent and the E-mail address at which the Registered Agent will accept electronic service of process is SZarazee@isdh.IN.gov.

ARTICLE V
Membership

The Corporation shall have no members.

ARTICLE VI
Directors

Section 6.1. Number of Directors. The number of Directors of the Corporation and their election shall be fixed by the Code of Bylaws of the Corporation, but in no event shall the number be less than three (3).

Section 6.2. Appointment. The Board of Directors shall be composed of individuals that are appointed by the Governor of the State of Indiana, as further described in the Corporation's Bylaws.

Section 6.3. Terms of Directors. Directors of the Corporation shall be elected for such terms as may be fixed by the Code of Bylaws of the Corporation and shall, if the Bylaws shall so provide, be divided into as many groups whose terms of office expire at different times as the Bylaws shall provide.

Section 6.4. Powers. The Board of Directors shall have full power to manage the affairs of the Corporation, including any and all power granted by the Act.

Section 6.5. Removal of Directors. Any or all members of the Board of Directors of the Corporation may be removed at any time with or without cause by the Governor of the State of Indiana.

Section 6.6. Meetings. Meetings of the Board of Directors of the Corporation shall be held at such places, either within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the Bylaws of the Corporation.

ARTICLE VII
Provisions for the Regulation and
Conduct of the Affairs of the Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation or the Directors are as follows:

Section 7.1. Indemnification.

(a) The Corporation shall indemnify any person as of right who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving as a Director, officer, employee, or agent of another corporation, partnership, or other enterprise at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or

hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a Director, officer, employee, or agent of the Corporation or of such other organization; provided, such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, in a manner which he had no reasonable cause to believe was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, suit, or proceeding, in a manner which he had reasonable cause to believe was unlawful.

(b) Any Director, officer or employee of the Corporation who has been successful as a party on the merits or otherwise in his defense of any claim, action, suit, or proceeding referred to in the first sentence of Section 7.1(a) shall be indemnified as of right against expenses (including attorneys' fees) reasonably incurred by him in connection therewith (except to the extent covered by insurance).

(c) Except as provided in Section 7.1(b) above, any indemnification under Section 7.1(a) shall be made by the Corporation only upon a determination that indemnification of the particular Director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 7.1(a). Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, by independent legal counsel (who may be regular counsel of the Corporation or other disinterested person(s), such counsel or person(s) being hereafter called the "referee") in a written opinion. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

(d) The indemnification provided by this Section 7.1 shall not be deemed exclusive of any other rights to which a Director, officer, employee, or agent may be entitled under any by-law, resolution, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification provided by this Section 7.1 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

(e) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or

who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section 7.1, together with expenses actually and reasonably incurred by him in connection with his defense thereof; provided that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty under this Section 7.1 to indemnify any such person to the extent such liability is covered by such insurance.

Section 7.2. Restriction Upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

Section 7.3. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction. Also, notwithstanding such Director's participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors not to be counted in determining whether a quorum is present and not to be counted in calculating the majority of such quorum necessary to carry such vote. Provided, however, such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 7.4. Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, officers, or other private individuals.

Section 7.5. Private Foundation. If at any time it is determined by the Internal Revenue Service that the Corporation is a private foundation within the meaning of Code Section 509(a) (or the corresponding provision of any future United States revenue law), the Corporation shall also be subject to the requirements set forth below in this Section.

(a) Distribution of Income. The Corporation shall distribute its income each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax law.

(b) Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent federal tax law.

(c) Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent federal tax laws.

(d) Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent federal tax laws.

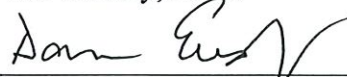
(e) Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d) or corresponding provisions of any subsequent federal tax law.

Section 7.6. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the 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, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code, or such equivalent provision as may hereafter exist from time to time. Subject to Subsection 7.1(d), the power to make, alter, or amend the Articles of Incorporation shall otherwise be vested in the Board of Directors, but subject to the prior approval of any amendment by the Governor of the State of Indiana.

Section 7.7. Bylaws. The Board of Directors shall have the power to adopt and amend the Bylaws of the Corporation, which may contain other provisions consistent with the laws of the State of Indiana for the regulation and management of the affairs of the Corporation. However, any amendment to the Bylaws must be approved by the Governor of the State of Indiana if such amendment affects any of the rights and responsibilities provided to the Governor under the Articles of Incorporation or the Bylaws.

Section 7.8. Exempt Status. Notwithstanding any contrary provisions contained herein, the Board of Directors shall not have the power or authority to do any act that will prevent the Corporation from being an organization described in Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned hereby executes these Amended and Restated Articles of Incorporation as of this 25th day of February, 2021.



Dan Evans, President