

**EXHIBIT I**

**SECOND AMENDED AND RESTATED  
BYLAWS  
OF  
CENTERSTONE OF INDIANA, INC.**

**ARTICLE I  
CORPORATION**

**SECTION 1.1. Corporate Name.** The name of the corporation shall be Centerstone of Indiana, Inc. (the “Corporation”), a nonprofit Indiana public benefit corporation organized pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

The Corporation normally does business as Centerstone, but also uses the following program names: Centerstone Training Institute, Solutions Training Institute, Red Oak Center, Red Oak Industries, Solutions, Solutions EAP, Weinland Clubhouse, Plaza Apartments, Caldwell House, Indiana House, Hillcrest House, Aspen House, Westplex, Sugarwood, Bedford Apartments, Fresh Start Homes, Hoosier House, Plaza Apartments, Recovery House, Grant Street House, Blair House, Transitional Care Facility, Swain House, Cardinal House, Wylie House, and First Street House.

**SECTION 1.2. Corporate Offices.** The Corporation shall have and continuously maintain a registered office in the State of Indiana and registered agent whose office address is identical with such registered office. The Corporation shall have a principal office at such place as shall be designated by the Board of Directors within or without the State of Indiana as the Board of Directors may from time to time determine.

**SECTION 1.3. Corporate Purposes.** The Corporation is organized exclusively for the charitable purposes set forth in the Corporation’s First Amended and Restated Articles of Incorporation (“Articles of Incorporation”).

**SECTION 1.4. Restrictions on Purpose and Activities.** Notwithstanding any other provisions of these First Amended and Restated Bylaws (“Bylaws”) to the contrary, the restrictions set forth in the Corporation’s Articles of Incorporation shall apply to the purposes, operations and activities of the Corporation.

**ARTICLE II  
MEMBER**

**SECTION 2.1. Member.** The sole member of the Corporation shall be Centerstone of America, Inc., an Indiana nonprofit Corporation (the “Member”). No other person or entity shall become a member of the Corporation except with the consent of the Board of Directors (hereinafter referred to as the “Board” or “Board of Directors”) and the Member of the Corporation; provided, however, that any successor in interest to the Member, whether by reason

of merger, consolidation or reorganization, shall be the Member of the Corporation. The Member shall be considered the sole voting member for all purposes of the Act.

**SECTION 2.2. Annual Meeting of the Member.** An annual meeting of the Member shall be held each year at such time as the Member selects.

**SECTION 2.3. Special Meetings of the Member.** Special meetings of the Member may be called at any time by resolution of the Board of Directors of the Corporation, by the Member, by the chairperson or chief executive officer of the Member, or by such other person or persons in accordance with applicable law.

**SECTION 2.4. Place of Meeting.** The place of meeting for any annual or special meeting shall be designated by the Board or the person calling such meeting. In the absence of a designation, the meeting shall be held at the principal office of the Corporation.

**SECTION 2.5. Reserved Powers of the Member.** As described in the Articles of Incorporation and the System Authority Matrix described in Section 3.1 of these Bylaws, the Member is authorized exclusively to exercise certain powers that would otherwise be exercised by the Board of Directors.

### **ARTICLE III** **BOARD OF DIRECTORS**

**SECTION 3.1. Governance.** Subject to the provisions of the Articles of Incorporation and these Bylaws, full control and management over the activities and affairs of the Corporation shall be vested in the Board of Directors. In addition to the foregoing, the Member and the Corporation have adopted and approved a System Authority Matrix (“Matrix”) which sets forth the decision making authority between the levels of governance and executive management within the healthcare system represented by the Member, the Corporation and their Affiliates (“System”) for the particular actions set forth therein. The Matrix and such amendments thereto as may be approved by the Boards of Directors of the Member and the Corporation shall govern as to the matters set forth in the Matrix.

**SECTION 3.2. Number and Composition.** The number of Directors shall be no less than twelve (12). The specific number of Directors shall be set and established from time to time by resolution of the Board adopted by the affirmative vote of the majority of the members of the Board then in office; provided, however, that the number of Directors shall not be less than the number authorized by these Bylaws or the Articles of Incorporation. Executive officers or employees of the Corporation shall not be elected to the Board of Directors; provided, however, the chief executive officer may be elected or appointed as a member of the Board of Directors. An initial Board of Directors shall be appointed after adoption of these Bylaws in accordance with the terms of the Agreement for Affiliation and Merger dated as of March 31, 2008, to which the Corporation is a party. Subject to Section 3.3, successors to the initial Board of Directors shall be elected in accordance with Section 3.4. A member of the Corporation’s Board of Directors may currently serve or have in the past served as a member of the board of directors of any Supported Organization.

**SECTION 3.3. Appointment of Director by Member.** One Director of the Corporation shall be appointed by the Member. The Director appointed by the Member shall be an individual currently serving as a director or senior executive officer of the Member. Any vacancy in such position shall be filled by the Member with a person who satisfies the foregoing qualification.

**SECTION 3.4. Election and Term.** Except for the initial Directors appointed after the adoption of these Bylaws, Directors shall be nominated and elected by the Board of Directors then serving as provided in Section 3.6 of these Bylaws. Each Director shall be elected for a term of three (3) years except that (i) with respect to the initial Directors appointed after adoption of these Bylaws, the terms of such Directors may be more or less than three (3) years (but not more than five (5) years) in order that terms may be staggered as provided herein, (ii) a Director who shall be elected to the Board to fill any vacancy on the Board shall serve for the remainder of the unexpired term which such Director is filling, (iii) if the size of the Board is expanded, the terms of the Directors elected to fill the newly created director positions may be more or less than three (3) years (but not more than five (5) years) in order that the terms of all the Directors may be staggered as described below and (iv) the terms of officers of the Board of Directors may be extended as contemplated by Section 6.2. Notwithstanding that a Director may be elected for a designated term, a Director shall continue to serve as a Director until his successor has been nominated and elected pursuant to the provisions of these Bylaws. The Board of Directors of the Corporation shall be divided into three (3) classes consisting of equal numbers or as nearly equal as mathematically possible. One-third (1/3) of the Directors shall be elected at each annual meeting, or at any special meeting of the Board of Directors called for that purpose, by a plurality of the votes cast by the members of the Board of Directors at a meeting at which a quorum is present. In the initial Board of Directors, the initial term of each member of Class 1 shall be one (1) year, the initial term of each member of Class 2 shall be two (2) years, and the initial term of each member of Class 3 shall be three (3) years.

**SECTION 3.5. Qualifications of Board Members.** To be eligible for Board membership election, a candidate shall be a natural person who, at the time of election, shall be at least twenty-one (21) years of age and who shall, in the determination of the Board, (i) exemplify qualities of honesty, integrity, and sound moral character, (ii) be committed to support and uphold the purposes, mission and policies of the Corporation, and (iii) have a willingness and ability to devote necessary time to Board activities.

**SECTION 3.6. Method of Election; Vacancies.** The regular election of Directors to fill vacancies due to expiration of Directors' terms shall occur at the annual meeting of the Board of Directors. Subject to the provisions of these Bylaws, the Board of Directors shall nominate and elect members of the Board, fill vacancies on the Board as often as vacancies occur, whether such vacancies are due to expansion, resignation, expiration of term, death or for any other reason (other than removal by the Member, in which event, the Member shall appoint the individual to fill such vacancy) and designate the term of service of each elected member of the Board consistent with these Bylaws. In the event only one candidate is nominated to fill any vacant seat, the candidate so nominated shall be elected by a vote of a majority of the Directors then in office. In the event two or more candidates are nominated to fill any vacant seat, the

candidate with the greatest number of votes cast by the Directors then in office shall be elected to such seat.

If the Directors remaining in office constitute fewer than a quorum of the Board, vacancies shall be filled by the affirmative vote of the majority of all the Directors remaining in office. Directors elected to fill a vacancy shall hold office until the expiration of the term for which they are elected.

**SECTION 3.7. Resignation and Removal.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. The resignation is effective when the notice is delivered, unless the notice specifies a later date. Any Board member may be removed only by the Member. Such removal may be with or without cause and may be made without a hearing. Only the Member may appoint the replacement for a removed Director. Any resignation or removal of a Director who is also an officer of the Board pursuant to Section 6.1 of these Bylaws or of the Corporation pursuant to Section 6.7 of these Bylaws shall be effective as to such office unless the resignation or the action approving the removal expressly provides that the resignation or removal applies solely to the membership on the Board of Directors.

**SECTION 3.8. Maximum Consecutive Terms.** Subject to Section 6.2, members of the Board shall be eligible to serve a maximum of Three (3) consecutive three-year terms but may serve an unlimited number of non-consecutive terms (separated by a hiatus of a minimum of one (1) year.) Any term served by a Director that is less than three (3) years in length for any reason shall not constitute a term for purposes of this Section 3.8.

**SECTION 3.9. Quorum and Voting.** A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business; and the vote or action of a majority of the Directors present at any meeting at which a quorum is had shall decide any matter that may come before the meeting and shall be the act of the Board unless otherwise specifically required by law or by express provision of the Articles of Incorporation or these Bylaws. A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) he objects at the beginning of the meeting (or promptly upon his arrival) to holding of the meeting, (ii) his dissent or abstention is entered in the minutes of the meeting, or (iii) he delivers written notice of his dissent or abstention to the presiding officer before the meeting's adjournment or to the Corporation immediately after adjournment.

**SECTION 3.10. Considerations by the Board.** In addition to any other matters which the Board of Directors may consider when taking any action on a matter presented to the Board of Directors, the Board of Directors shall consider the impact of any decision on the Member and the System.

#### **ARTICLE IV**

#### **MEETINGS OF THE BOARD OF DIRECTORS**

**SECTION 4.1. Regular Meetings of the Board.** The Board shall hold regular meetings no less frequently than annually at the principal office of the Corporation or at such other place as may be designated from time to time by the Board, for the purpose of transacting

such business as may be properly presented to the Board; provided, however, that the Board may change the frequency, date and time of regular meetings. The Board shall designate a month for the annual meeting of the Board within the first six (6) months of the Corporation's fiscal year.

**SECTION 4.2. Special Meetings of the Board.** Special meetings of the Board may be called by the Board chairperson, the chief executive officer or upon receipt of the written request of twenty percent (20%) or more of the total number of directors or any three (3) Directors.

**SECTION 4.3. Notice of Board Meeting.** Written notice of all Board meetings shall be by electronic transmission (with confirmation of transmission) or hand delivery. Unless properly waived, notice shall be given to each Director at least two (2) business days before the time of the meeting. Notice of any meeting may be waived by the person(s) entitled thereto by signing a written waiver of notice at any time before or after the meeting is completed. Attendance of a Director at a meeting shall constitute a waiver of notice thereof unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**SECTION 4.4. Action by Written Consent.** Any action required or permitted to be taken by the Directors of the Corporation may be taken without a meeting on written consent, if the action is taken by all members of the Board of Directors. The action must be evidenced by at least one (1) written consent describing the action taken, signed (either by hand or by electronic signature) by each Director, and included in the minutes or filed with the corporate records reflecting the action taken.

**SECTION 4.5. Meeting by Telephone or Video Conference.** Members of the Board or of any committee of the Board may participate in and act at any meeting of such Board or committee by means of conference by telephone, video or other similar communication equipment so long as all persons participating in the meeting can simultaneously hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**SECTION 4.6. Procedure at Meetings.** Robert's Rules of Order Revised (latest edition) shall govern procedure at all meetings of the Board and all committees on matters where not covered by these Bylaws; provided that any non-compliance with such Rules shall be deemed irrevocably waived at the adjournment of the applicable meeting unless a Director in attendance at such meeting expressly reserves a claim or objection based on such non-compliance.

## **ARTICLE V**

### **BOARD COMMITTEES**

**SECTION 5.1. In General.** From time to time, a majority of the entire Board of Directors may by resolution create, appoint, establish or name committee(s) councils, or other person or persons for any purpose(s) to the extent permitted by the Articles of Incorporation, these Bylaws, and the applicable provisions of the Act or other applicable law, which committee(s) shall have such powers (i) as shall be specified in the resolution of appointment,

but (ii) subject to the limitations set forth in the Act, the Corporation's Articles of Incorporation or these Bylaws; provided, however, that at least two (2) members of the Board of Directors shall be appointed to serve on any committee thereof. The resolution establishing a committee shall define the powers to be exercised by such committee, and each committee may exercise only those powers. Except as provided in the Act, members of any standing or special committee may be members of the Board or other natural persons, and they shall serve at the discretion of the Board.

**SECTION 5.2. General Committee Procedures.** A committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. The Board shall appoint a member of each committee to serve as chairperson. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the secretary of the Corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof. The committee chairperson may invite to any committee meeting such individuals as he or she may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee. Each committee may operate through the establishment of one (1) or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations and that of its subcommittees not inconsistent with these Bylaws, the policies of the Board, the Articles of Incorporation, or the Act.

## **ARTICLE VI**

### **OFFICERS OF THE BOARD AND OF THE CORPORATION**

**SECTION 6.1. Designation of Officers of the Board.** The officers of the Board of Directors shall be a chairperson of the Board, a vice chairperson of the Board, a secretary, and the immediate past chairperson of the Board (all of whom must be a member of the Board upon election to office). All such officers shall be elected by the Board of Directors.

**SECTION 6.2. Term and Removal.** Officers of the Board of Directors designated in Section 6.1 shall be elected to serve for a two (2) year term and until a successor shall have been duly elected or appointed in accordance with these Bylaws, or until such officer's death, or until such officer shall resign, or until such officer shall have been removed in the manner hereinafter provided. In the event that a Board officer's term as director terminates prior to his/her term as a Board officer (other than by resignation, death or removal), such person will continue to serve for the remainder of his/her term as a Board officer, and such person's term as a director shall be extended co-extensive therewith. In such event, such person shall have all rights and privileges of a director during such extended term. In addition, a person elected as vice chairperson of the Board shall assume the office of chairperson of the Board upon expiration of his/her term as vice chairperson (if such person is a director at the beginning of the term as chairperson) and shall further assume the office of immediate past chairperson of the Board after the expiration of his/her term as chairperson of the Board, and such person's term as a director shall be extended

for the time such person serves as such officers of the Board and/or such person shall be deemed elected to successive terms for such time so that such person remains a director for such entire time but that no single term of such Director exceeds five (5) years. Any person serving as a Board officer may be removed from such office at any time (with or without cause and without a hearing) by the affirmative vote of a majority of the actual number of members of the Board of Directors at any special meeting of the Board of Directors called for that purpose or any regular meeting at which such matter has been included in the notice of such meeting.

**SECTION 6.3. Duties of the Chairperson.** The chairperson of the Board shall have all the duties which that position would customarily require, including chairing all meetings of the Board and all other duties assigned by Board resolution.

**SECTION 6.4. Duties of the Vice Chairperson.** The vice chairperson of the Board shall assist the chairperson of the Board in the chairperson's duties, shall perform the duties of the chairperson of the Board in the absence of the chairperson, and shall carry out all other duties assigned to the vice chairperson of the Board by Board resolution. The vice chairperson shall also be the chairperson-elect, and shall assume the office of chairperson upon expiration of his/her term as vice chairperson.

**SECTION 6.5. Duties of the Immediate Past Chairperson.** The immediate past chairperson shall provide advice to, and consult with, officers of the Board of Directors to provide continuity with respect to performance of Board functions.

**SECTION 6.6. Duties of the Secretary of the Board.** The secretary of the Board shall be responsible for issuing appropriate notices or waivers of notice regarding meetings of the Board and of the Member, preparing agendas, minutes and other materials for all meetings of the Board and of the Member, and shall act as official custodian of the minutes of proceedings of the Board, the Member, and all committees of the Board. The secretary of the Board shall be assisted by, and may delegate duties to, assistant secretaries to fulfill such responsibilities.

**SECTION 6.7. Designation of Executive Officers.** The Corporation shall have the following corporate executive officers: a chief executive officer and a corporate secretary, and may include one or more vice presidents. In accordance with Section 2.5 of these Bylaws, the chief executive officer shall be appointed by the Member with ratification of such appointment by the Corporation's Board of Directors. The chief executive officer shall be an employee of the Member and shall report directly to the chief executive officer of the Member; provided that the chief executive officer remains subject to the oversight, direction and supervision of the Corporation's Board of Directors. The Corporation's Board of Directors may recommend to the Member the person to serve as the chief executive officer and must ratify the appointment of the chief executive officer by the Member. The foregoing executive officers (other than the chief executive officer) may be appointed by the Corporation's Board of Directors for a designated term or for an unspecified term but shall continue to hold office until a successor shall have been appointed in accordance with these Bylaws. Subject to the terms of any contract of employment, if any, such officers (other than the chief executive officer) serve at the discretion of the Board of Directors and may be removed from office at any time with or without cause by action of the Board of Directors without a hearing. The chief executive officer may be removed only by the Member. However, the Board of Directors may recommend that the chief executive officer of

the Corporation be removed. The Member may remove the chief executive officer with or without cause and without a hearing. The Corporation need not have a corporate president or treasurer provided that (i) the Board of Directors reserves the right to appoint any other officers of the Corporation that the Board of Directors determines to be appropriate, (ii) the chairperson or the chief executive officer may establish other offices with such terms, duties and responsibilities as they determine are appropriate and in the best interest of the Corporation and may appoint persons to such offices, and (iii) any person appointed to any such offices shall be subject to removal (with or without cause and without a hearing) at any time by the Board of Directors or, if appointed by the chairperson or the chief executive officer, by the chairperson or the chief executive officer, respectively.

**SECTION 6.8. Duties of the Chief Executive Officer.** The chief executive officer shall be responsible for implementing and carrying out corporate policies as described in the Matrix. He or she shall advise the Board and make recommendations to the Board regarding the formation of policies. The chief executive officer shall attend meetings of the Board but shall not be entitled to vote or exercise any powers or authority of a director at such meetings unless he is a director. The chief executive officer shall carry out corporate policies in a manner consistent with the mission or purposes of the Corporation.

**SECTION 6.9. Duties of the Corporate Secretary.** The corporate secretary shall be appointed by the chief executive officer of the Corporation and shall prepare the minutes of Board of Directors and committee meetings, shall be the official custodian of all records, reports and minutes of the Corporation, the Board and all committees, shall certify as to actions taken by the Board, shall authenticate records of the Corporation and shall perform such other duties as are customarily performed by or required of corporate secretaries. The corporate secretary shall assist with and perform such duties as may be delegated by the secretary of the Board of Directors.

## **ARTICLE VII**

### **FISCAL MATTERS**

**SECTION 7.1. Fiscal Year.** The fiscal year of the Corporation shall commence on July 1 of each year and shall end on June 30 of each year, except as the Board in its discretion shall otherwise determine.

**SECTION 7.2. Contracts.** Subject to Section 2.5 of these Bylaws, the chief executive officer or his express designees shall be authorized to execute appropriately authorized and approved contracts on behalf of the Corporation.

**SECTION 7.3. Loans and Indebtedness.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Member in accordance with Section 2.5 of these Bylaws. Such authority may be general or confined to specific instances. Except as permitted by the Articles of Incorporation, no loan shall be granted to an officer or Director of the Corporation.

**SECTION 7.4. Maintenance of Records.** The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as



may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

**SECTION 7.5. Auditors.** The Member shall select the independent auditor or auditors for this Corporation and all affiliated corporations.

**SECTION 7.6. Surety Bond.** The Corporation shall purchase a surety bond in such amount as is determined by the Member to cover all officers and employees who are authorized to transact funds on behalf of the Corporation.

## **ARTICLE VIII** **CONFLICTS OF INTEREST**

**SECTION 8.1. Statement of General Policy.** The Member, with the ratification of the Board, shall adopt a policy on conflicts of interest which shall apply to all members of the Board.

## **ARTICLE IX** **EXCULPATION AND INDEMNIFICATION**

**SECTION 9.1. Exculpation.** To the fullest extent permitted by the Act, as the same may be amended from time to time, a Director of the Corporation is not liable for actions taken, or failure to act, in his capacity as a director unless he breaches or fails to perform his duties in accordance with the Act and such action, or failure to act, constitutes willful misconduct or recklessness. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a Director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time. Any repeal or modification of this Section 9.1 of the Bylaws or of the similar provision contained in the Articles of Incorporation by the Corporation shall not adversely affect any right or protection of a Director or incorporator of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

**SECTION 9.2. Scope of Indemnification.** Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was serving as a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, member, manager, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Act, as the same may be amended (but, in the case of any amendment, only to the extent that amendment permits the Corporation to provide broader indemnification rights than the law permitted prior to amendment) against loss, liability, expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith for a purpose which he reasonably believed to be in the best interest of the Corporation, and, in criminal actions or proceedings, he had no reasonable cause to believe that his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the Act. The conduct of a

Director, officer, employee or agent of the Corporation with respect to an employee benefit plan for a purpose he reasonably believed to be in the interests of the participants in, and beneficiaries of, the plan is conduct that satisfies the requirements stated in the preceding sentence. The Corporation shall indemnify a Director, officer, employee or agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he is or was a director, officer, employee or agent of the Corporation against reasonable expenses incurred by him in connection with the proceeding. The right to indemnification hereunder shall continue as to any Director, officer, employee or agent who has ceased to be a director, officer, employee or agent.

**SECTION 9.3. Authorization of Indemnification.** The Corporation shall not authorize indemnification of a Director, officer, employee or agent until a determination has been made that such individual has met the standard of conduct to be entitled in indemnification under Section 9.2 in accordance with one of the following procedures:

- (a) By majority vote of a quorum of the Board of Directors consisting of Directors not parties to the action, suit or proceeding for which indemnification is considered;
- (b) If a quorum cannot be obtained under subparagraph (a) above, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the action, suit or proceeding for which indemnification is considered;
- (c) By a determination made by independent special legal counsel selected by the Board of Directors or its committee in the manner set forth in subparagraph (a) or (b) above; or
- (d) If a quorum of the Board cannot be obtained under subparagraph (a) and a committee cannot be designated under subparagraph (b), by a determination made by independent special legal counsel selected by majority vote of the full Board (in which selection Directors who are parties may participate).

**SECTION 9.4. Advance for Expenses.** The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director, officer, employee or agent who is a party to a proceeding in advance of final disposition of the proceeding if: (1) the Director, officer, employee or agent furnishes the Corporation a written affirmation of his good faith belief that he has met the standard of conduct described in Section 9.2 of this Article; (2) the Director, officer, employee or agent furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he is not entitled to indemnification; and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under the Act. The undertaking required of the Director, officer, employee or agent must be an unlimited general obligation of the Director, officer, employee or agent, but may be unsecured and may be accepted without reference to financial ability to make repayment.

**SECTION 9.5. Insurance.** The Corporation will purchase and maintain insurance on behalf of any person, who is or was an officer, Director, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, member, manager, partner, trustee, employee or agent of another Corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him 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 or would be required to indemnify him against such liability under the provisions of this Article.

## **ARTICLE X AMENDMENTS**

The Corporation reserves the right to make, amend, alter, change or repeal any provisions contained in the Bylaws of the Corporation or in any amendment thereto, by a majority vote of the members of the Board of Directors then in office; provided, however, that no corporate action purporting to amend, alter, change or repeal the Corporation's Bylaws shall be effective unless that action is approved and adopted, in writing, by the Member, provided that such powers shall not authorize any amendment, alteration, change or repeal which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or would have the effect of disqualifying contributions to the Corporation for a deduction under Section 170(c)(2) of the Code. Prior notice of a meeting called for such purpose shall be provided in accordance with the Act which notice shall (a) state that a purpose of the meeting is to consider a proposed amendment to the Bylaws; and (b) set forth a summary of the proposed amendment, alteration, change or repeal.

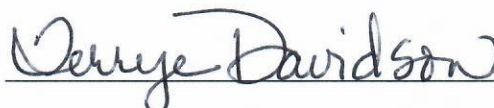
## **ARTICLE XI ADOPTION**

These Bylaws shall be effective as of the date specified by the Board of Directors of the Corporation in its approval and adoption of these Bylaws. Upon these Bylaws becoming effective they shall replace and supersede all previously existing Bylaws of the Corporation in their entirety.

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**CERTIFICATE**

The undersigned hereby certifies that the foregoing First Amended and Restated Bylaws of Centerstone of Indiana, Inc. were duly adopted by action of the Board of Directors of the Corporation on the 5th day of June, 2019 but shall be effective as of July 1, 2019.

A handwritten signature in cursive script, reading "Terrye Davidson", is written over a horizontal line.

Terrye Davidson, Chair

Centerstone of Indiana Board of Directors