

**State of Indiana
Office of the Secretary of State**

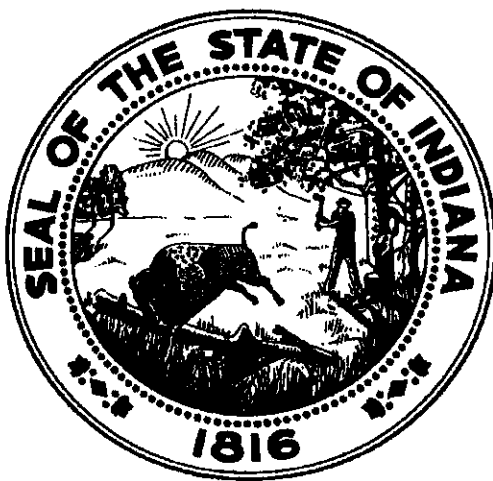
**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF
INCORPORATION**

of

THE ARC OF NORTHEAST INDIANA, INC.

I, JEROLD A. BONNET, Secretary of State of Indiana, hereby certify that Amended and Restated Articles of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, February 13, 2012.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 13, 2012.

A handwritten signature in black ink, appearing to read "J. A. Bonnet".

JEROLD A. BONNET,
SECRETARY OF STATE

APPROVED
AND
FILED

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IND. SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE ARC OF NORTHEAST INDIANA, INC.**

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The ARC of Northeast Indiana, Inc. ("Corporation"), having originally been incorporated as the Retarded Children's Society of Allen County, Inc. on September 16, 1954 pursuant to the provisions of the Indiana Business Nonprofit Corporation Act (approved March 7, 1935), as amended (hereinafter referred to as the "Act"), the action of the Board of Directors of the Corporation ("Board"), the action of the Members of the Corporation ("Members"), and such other action as required by the Articles of Incorporation of the Corporation as they existed immediately prior hereto, hereby amends and restates the Articles of Incorporation of the Corporation in their entirety as follows:

ARTICLE I
AMENDMENT(S)

Section 1. Name. The name of the Corporation is "THE ARC OF NORTHEAST INDIANA, INC."

Section 2. Date of Incorporation. The date of incorporation of the Corporation is September 16, 1954.

Section 3. Name of Corporation Following Amendment. The name of the Corporation following the amendment and restatement of the Articles of Incorporation will be "THE ARC OF NORTHEAST INDIANA, INC."

Section 4. The exact text of the Articles following the Amendment is as follows:

ARTICLE I
Name and Principal Office

The name of this Corporation shall be "THE ARC OF NORTHEAST INDIANA, INC."

The address of the principal office of the Corporation is 4919 Coldwater Road, Fort Wayne, Indiana 46825.

ARTICLE II
Purpose and Type of Corporation

This Corporation is a public benefit corporation that is organized and operated exclusively to conduct, support, encourage, and assist such charitable, religious, educational, and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

Without limiting the foregoing, this Corporation's specific purposes are as follows:

- (a) To promote the general welfare of people with developmental/intellectual disabilities in Allen County, Indiana, and to develop and provide methods and means of education to same.
- (b) To foster the development of integrated programs on their behalf.
- (c) To advise and aid parents in the solution of their problems, and to coordinate their efforts and activities.
- (d) To develop a better understanding of the problem of people with developmental/intellectual disabilities by the public.
- (e) To cooperate with all public, private, and religious agencies, and with professional groups in the furtherance of these ends.
- (f) To associate with similar Corporations in this State, and the United States to promote the common cause.
- (g) To serve locally as a clearing house for gathering and disseminating information regarding people with developmental/intellectual disabilities.
- (h) To acquire, own, hold, use, lease, mortgage, sell, convey, or otherwise acquire and dispose of property, real and/or personal.
- (i) To establish, operate and maintain programs for people with developmental/intellectual disabilities.
- (j) To appoint and/or elect such officers and agents as the business of this corporation may require and to define their duties.
- (k) To solicit and receive funds for the accomplishment of the above purposes, and to do all acts and things necessary, convenient or expedient to carry out the purposes for which the corporation is formed.
- (l) This Corporation is a non-profit, non-sectarian organization, no part of any net earnings shall inure to the benefit of any member or individual, no officer of the Corporation and no officer may receive remuneration for any services tendered to the Corporation.
- (m) This Corporation shall be non-political and shall take no position on matters of government policy other than those relevant to its purpose.

ARTICLE III
Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
Registered Agent and Office

Section 4.1. Registered Agent: Donna K. Elbrecht

Section 4.2. Registered Office: 4919 Coldwater Road
Fort Wayne, Indiana 46825

ARTICLE V
Membership

The Corporation will not have members.

ARTICLE VI
Directors

Section 6.1. Number of Directors. The number of directors of the Board shall be determined by the Board in accordance with the Bylaws of the Corporation.

Section 6.2. Term of Directors. Directors shall be elected or appointed in the manner and for terms as specified in or fixed in accordance with the Bylaws of the Corporation.

Section 6.3. Removal of a Director. A director may be removed in the manner as specified in or determined in accordance with the Bylaws of the Corporation.

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

The affairs of the Corporation shall be subject to the following provisions:

Section 7.1. Neither the Board nor the Corporation shall have power or authority to do any act that will prevent the Corporation from being an organization described in Code Section 501(c)(3).

Section 7.2. Except as otherwise permitted by Code Section 501(h), no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation.

Section 7.3. The Corporation shall not participate in or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 7.4. Subject to the provisions of these Articles of Incorporation and applicable law, the Board shall have complete and plenary power to manage, control and conduct the affairs of the Corporation.

Section 7.5. The power to make, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board.

Section 7.6. No director of the Corporation shall be liable for any of its obligations.

Section 7.7. The Board may from time-to-time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board may deem desirable for the furtherance of the purposes of the Corporation.

ARTICLE VIII

Amendment of Articles of Incorporation

The Articles of Incorporation may be amended from time to time by the Board by a resolution duly passed at any regular or special meeting called for that purpose by a vote of at least two-thirds (2/3) of all of the directors or by unanimous written consent of the directors.

ARTICLE IX

Dissolution of the Corporation

Upon the dissolution of the Corporation, but prior to the completion thereof and after the payment and satisfaction of all of its liabilities and obligations, all of the remaining assets owned or held by the Corporation shall be used, distributed or disposed of only for one or more of the purposes set forth in Article II of these Articles of Incorporation, but only if those purposes are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Allen County, Indiana exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively purposes set forth in Article II of these Articles of Incorporation.

ARTICLE II

MANNER AND DATE OF ADOPTION AND VOTE

Section 1. The date of adoption of the amendment to the Articles of Incorporation is set forth in Section 2 and Section 3, below.

Section 2. Action by Directors. The Board of Directors of the Corporation, at its meeting on November, 16, 2011, adopted a resolution proposing to the Members that Articles of Incorporation be amended and restated as provided above.

Section 3. Action by Members. The members of the Corporation entitled to vote in respect to such Amended and Restated Articles of Incorporation, at a meeting thereof, duly called, constituted and held on November 23, 2011, at which a quorum of such members was present in person adopted such Amended and Restated Articles of Incorporation.

The number of members entitled to vote with respect to such Amended and Restated Articles of Incorporation, the members voting in favor of the adoption of such Amended and Restated Articles of Incorporation, and the members voting against such adoption are as follows:

MEMBERS:	TOTAL:
MEMBERS OR DELEGATES ENTITLED TO VOTE	84
MEMBERS OR DELEGATES VOTED IN FAVOR	26
MEMBERS OR DELEGATES VOTED AGAINST	0

Section 4. Compliance with Legal Requirements. The manner of the adoption of these 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.

Dated this 6 day of February, 2012.

THE ARC OF NORTHEAST INDIANA, INC.

By: 
Donna K. Elbrecht
Its President and CEO