



INSPECTOR GENERAL REPORT

2009-01-0007

December 30, 2010

INDIANA HISTORICAL SOCIETY

Inspector General David O. Thomas and OIG Attorney Todd Shumaker report as follows:

Summary:

The Office of the Inspector General recommends legislative consideration of whether the statutory language defining the Indiana Historical Society as a “body politic and corporate politic” is intended by the Indiana Legislature.

Introduction

The issue presented in this case is whether the Indiana Legislature wishes the Indiana Historical Society (“IHS”) to continue to be defined as a “body politic and corporate.” The IHS contends that although it is a body politic and corporate, the term should be interpreted as it was at the time the IHS was created in 1831 and not as it was understood at the time the IHS’s enabling legislation was revised as recently as 1982.

The determination of this issue impacts the application of various statutes to the

IHS. Indiana “bodies corporate and politic”¹ are subject to the Indiana Code of Ethics,² auditing by the Indiana State Board of Accounts (“SBOA”),³ and procurement rules.⁴ Bodies corporate and politic are also subject to OIG jurisdiction and the OIG’s duty to “deter, detect, and eradicate fraud, waste, abuse, mismanagement, and misconduct in state government.” IC 4-2-7-3(2).

Discussion

The IHS's enabling statute, states in relevant part:

The Indiana historical society is a *body politic and corporate* that may:

- (1) have perpetual succession;
- (2) hold, purchase, receive, enjoy and transfer any property, real and personal;
- (3) have and use a common seal; and
- (4) sue and be sued, plead and be impleaded, defend and be defended in all courts of judicature whatever.

IC 23-6-3-1 (*emphasis supplied*).

It has so stated since the creation of the IHS in 1831 and through various amendments in recent years.⁵

The OIG and State Ethics Commission (“SEC”) have jurisdiction of bodies corporate and politic by the inclusion of “bodies corporate and politic” within the definition of “agency” for the jurisdiction of both entities. See: IC 4-2-6-1 and IC 4-2-7-

¹ Our research shows that these words are often legislatively interchanged without significance.

² IC 4-2-6-1

³ IC 5-11-1-9; IC 5-11-1-24 (establishing Accounting and Uniform Compliance Guidelines Manuals (“Manuals”)).

⁴ IC 4-12-1-2.

⁵ See discussion and authorities, *post*, regarding the potential effect of amendments to an enabling statute while leaving certain provisions intact.

1, respectively.

This expanded jurisdiction that includes “bodies corporate and politic” was a major change in the 2005 legislation which created the OIG and further defined the authority of the SEC.⁶

The IHS contends that the meaning of its statutory language delineating it as a “body politic and corporate” has a meaning distinct from other bodies corporate and politic. We have shared this report with the IHS, and its scholarly arguments are outlined in Exhibit A, attached hereto.⁷

⁶ See Public Law 222 (2005).

⁷ It seems appropriate to comment on several of IHS’s contentions.

First, the Indiana Legislature as recently as 2005 has declared, that for OIG and SEC purposes, an “agency” may include a private, non-profit entity. IC 4-2-6-1.

Second, we see nothing in IHS’s response which disputes our finding and related authorities that the subsequent statutory amendments in recent years retained the “body politic and corporate” designation, making the arguments regarding the 19th century authorities potentially moot.

Third, the IHS’s status as a non-profit corporation under IC 23-17 does not automatically exclude it from being an Indiana body corporate and politic (aka “quasi-agency” or “public corporation”). Nothing in IC 23-17 (Indiana’s non-profit corporations statute) so states. See IC 23-17-1-1 (qualifications for Indiana non-profit corporations). In fact, many examples exist in other jurisdictions of public corporations with simultaneous non-profit status. *E.g.* Center for Cultural and Technical Interchange Between East and West (created by the federal Mutual Security Act of 1960), and Rex Hospital (Private Laws of 1940-41 of North Carolina). Moreover, if the IHS is solely a private, non-profit corporation under IC 23-17 (“Non-Profit Corporations”), it is inconsistent that its enabling statute is placed outside that article and within its neighboring article, IC 23-6 (“Public Corporations and Associations”). See *Florida Department of Revenue v. Piccadilly Cafeteria’s, Inc.*, 128 S.Ct. 2326, *post*.

Fourth, with regard to IHS’s assertion that at the time it was created by the Indiana Legislature in 1831, that a legislative act was the manner in which a private corporation came into existence, we note that the 1851 Indiana Constitution, Article 11, Section 13, (not the 1929 and 1935 corporation statutes) changed this procedure. *Indianapolis v. Navin*, 151 Ind. 139, 47 N.E. 77 (“Section 13 of article 11 of the constitution means that after it took effect on November 1, 1851, the legislature should have no power or authority to create, originate or bring into existence by special act a new corporation where none had previously existed”).

Fifth, the publication of a website address, as alleged by IHS, may be irrelevant. As one example, the Indiana Port Commission, an Indiana body corporate and politic, uses the .com suffix rather than the traditional “www.in.gov” web address. Another example is the Indiana State Museum which uses the suffix .org. Both of these entities operate within the jurisdiction of the State Ethics Commission.

Based upon this information, we respectfully make the following findings and recommendation to the Indiana Legislature.

Findings

A

The IHS, established in 1831, may be one of the first government related entities. It currently presents many programs to citizens and operates from a well-maintained facility.

B

There are at least two Indiana entities addressing state historical issues within Indiana. The first is the IHS as defined in IC 23-6-3-1. The second is the Indiana Historical Bureau as defined in IC 4-23-7.2. Both receive state funding, the former for its maintenance expenses under the authority of IC 4-13-12.1, and the latter through state operating appropriations.

C

The following OIG findings address the specific issue of whether IHS is a body politic and corporate under the modern understanding of the term.

1

IHS is specifically defined as a “body politic and corporate.” IC 23-6-3-1.

2

Multiple legislative amendments to the IHS enabling statute in recent years have been passed without modification of the IHS’s designation as a “body politic and

corporate.”

This is significant because “the reenactment in a revising act of provisions substantially the same as those contained in the former statutes is a legislative adoption of their known judicial construction unless an intent to the contrary is clearly manifest.” *Gentry v. State*, 223 Ind. 459, 61 N.E.2d 641 (1945); *Evans v. State*, 165 Ind. 369, 75 N.E. 651 (1905); 26 ILE *Statutes*, Section 103, Revised Acts.)⁸

3

Contrary to IHS’s contention that it is a “private corporate entity,”⁹ it is addressed within the statutory article “public corporations and associations.” IC 23-6 (*emphasis added*).

This is significant because statutory section headings are tools available for the resolution of doubt about the meaning of a statute. *Florida Department of Revenue v. Piccadilly Cafeteria’s, Inc.*, 128 S.Ct. 2326 (US 2008); *Dowd v. Johnston*, 221 Ind. 398, 47 N.E.2d 976 (1943); *City of Indianapolis v. Evans*, 216 Ind. 555, 24 N.E.2d 776 (1940).

4

IHS has the title “Indiana” within its statutory name. IC 23-6-3-1. Likewise, statutory titles are relevant in interpreting statutes in doubt. *Id.*

⁸ The IHS concedes that the Legislature was not clear about its intent in the 1982 revisions to the IHS enabling statute saying in its response, “There is no evidence that the General Assembly ever intended to change the form of the Society to the modern understanding of “body politic and corporate.” Exhibit A, page 5. However, absent clear intent to the contrary by the Legislature in revising the IHS enabling statute in 1982, Indiana case law is clear that “body politic and corporate” should be construed as it was understood in 1982.

⁹ See Exhibit A, page 2.

5

IHS was not only created through a statutory enabling statute, IC 23-6-3, it has been addressed a second time by the Indiana Legislature in IC 4-13-12.1 regarding its contract with the State.

6

The IHS receives state funding for payment of its maintenance expenses¹⁰ pursuant to IC 4-13-12.1-8. Records from the Indiana Department of Administration reflect this annual amount to be approximately \$1 million.

7

The IHS has the statutory duty to house and maintain State records. IC 23-6-3-5.

8

The IHS building is located on real property (land) owned by the State of Indiana. IC 4-13-12.1-6.

9

The State of Indiana statutorily holds the title to the IHS building. IC 4-13-12.1-7.

¹⁰ IC 4-13-12.1-8(d) states in relevant part:

[A] lease entered into under this section must require the department to provide, at no cost to the society, the following services in relation to the building, the exterior improvements, and the surrounding site:

- (1) Management.
- (2) Maintenance.
- (3) Operation.
- (4) Utilities (other than telephone services).
- (5) Other services reasonably necessary to maintain the building, exterior improvements, and the surrounding site.

Recommendation

The OIG respectfully recommends that the Indiana Legislature consider whether it wishes to change the status of the IHS currently as a “body politic and corporate” for the above purposes.

In so doing, we recommend at least three potential and alternative resolutions:

Alternative 1:

The IHS is a body corporate and politic
and these rules apply to it.

The OIG, until directed otherwise, will interpret no change to statutory language at the end of the upcoming Legislative Session to be an affirmative ratification of the current language and interpretations and proceed with the IHS to address those duties.

Alternative 2:

The IHS is not a body corporate and politic,
and that language is repealed.

If this is the desired result, the OIG respectfully recommends a repeal of the statutory language in IC 23-6-3-1 which currently defines the IHS as a body politic and corporate. A repeal of its enabling statute within the “Public Corporations and Associations” article of IC 23-6 would also be consistent with this alternative.

Alternative 3:

None of the above, and some other Legislative directive.

To the extent that option three is selected, the OIG respectfully requests direction with regard to the intended oversight of the state funds provided to the IHS. Records

from the Indiana Department of Administration show the following payments to IHS through FY2008 as:

FY2000	589,658.00	
FY2001	891,848.26	
FY2002	916,219.70	
FY2003	897,339.06	
FY2004	929,997.13	
FY2005	968,803.08	
FY2006	970,523.01	
FY2007	1,011,115.79	
FY2008	<u>1,036,404.01</u>	
	\$8,211,908.04	Total state funds paid to IHS as of FY2008

The State of Indiana through state appropriations to the Indiana Department of Administration is obligated to continue these payments to IHS through the year 2098 due to the 99-year lease addressed in IC 4-13-12.1-6.

The OIG respectfully presents these issues only so that it might fulfill its duties within the intent of the Legislature.

Respectfully submitted this 30th day of December, 2010.



David O. Thomas, Inspector General



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December 22, 2010

Indiana Office of Inspector General
c/o David O. Thomas, Inspector General
315 West Ohio Street, Room 104
Indianapolis, Indiana 46202

RE: Report of the Indiana Inspector General to the Indiana General Assembly

Dear David,

The Indiana Historical Society is in receipt of your later dated December 9, 2010 regarding your proposed report to the Indiana General Assembly. In your letter, you indicate that the Society may provide a written response to your report. Please find enclosed a letter prepared by Barnes & Thornburg LLP discussing pertinent issues in response to your report. The Society requests that the enclosed letter be included with your report. Please let us know if you have any questions.

Sincerely,

Thomas G. Hoback, Chairman
Board of Trustees

cc: Michael A. Blickman, Esq., Immediate Past Chair
James C. Shook, Jr., First Vice Chair
Sarah Evans Barker, Second Vice Chair
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Patricia D. Curran, Secretary
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December 22, 2010

Indiana Historical Society, Inc.
c/o Thomas G. Hoback, Chairman
450 West Ohio Street
Indianapolis, Indiana 46202

RE: Report of the Indiana Inspector General to the Indiana General Assembly

Dear Tom,

As you requested, this letter discusses the legal relationship between Indiana Historical Society, Inc. (the "Society") and the State of Indiana (the "State"). This letter is in response to the Indiana Inspector General's (the "Inspector General") report to the Indiana General Assembly regarding potential legislative action in the 2011 session. It is our understanding that the Inspector General is willing to include this letter, outlining the Society's position, with his report.

Summary of The Historical Society's Position

The Indiana Historical Society, Inc. is a private corporate entity under the Indiana Nonprofit Act of 1991 (Indiana Code § 23-17). The Society comprises private individuals who support the entity's goal to be "Indiana's Storyteller" regarding Indiana history and who collect, preserve, interpret, and disseminate the history and stories of Indiana and the Old Northwest. While the Society's mission is surely of great public import, it is nonetheless a distinct entity from the State of Indiana. The origins of the Society and statutes related thereto demonstrate its independent corporate existence. The Society has existed as a separate corporate entity since its incorporation in 1831. No historical or statutory provision has ever included the Society as an agency or instrumentality of the State. Therefore, a determination of the Society as an agency or instrumentality of the State is inappropriate under the law.

Background

Indiana Code § 4-2-7-2(b) provides that the Inspector General is responsible for addressing fraud, waste, abuse, and wrongdoing in state executive agencies. Part of that responsibility, as provided in Indiana Code § 4-2-7-3(7), requires the Inspector General to provide mandatory ethics training for all state employees, state officers, special state appointees, and any persons possessing a business relationship with an executive agency.

The Society, through a lease agreement with the State of Indiana, has a business relationship with the State through the Indiana Department of Administration. This business relationship triggers the mandatory requirement of ethics training for the Society. The Society agrees that it must undergo ethics training because of this business relationship.

Beyond its business relationship with the State, however, the Society is not subject to the Indiana Code of Ethics, auditing by the Indiana State Board of Accounts, and procurement rules as asserted by the Inspector General.

Inspector General's Issue as Understood by The Indiana Historical Society

The issue to be addressed in this letter, is that the Inspector General claims his jurisdiction in matters concerning the Society is based on the Society's status as an agency or instrumentality of the State of Indiana. While the Society acknowledges that it is an entity possessing a business relationship with the State sufficient to require ethics training, the Society opposes any characterization of it as an agency or instrumentality of the State.

Statutory History of The Indiana Historical Society

The statutory history of the Society is especially helpful in explaining why the Society is not an agency or instrumentality of the State. Indiana Code § 23-6-3-1 currently defines the Society as "a body politic and corporate that may have perpetual succession; hold, purchase, receive, enjoy and transfer any property, real and personal; have and use a common seal; and sue and be sued, plead and be impleaded, defend and be defended in all courts of judicature whatever." A cursory reading of the Code could lead a reader to believe that the Society is an instrumentality of the State because the phrase "body politic and corporate" is used to describe the Society and this phrase is often associated with instrumentalities of the State. Such a reading, however, ignores the textual and historical origins of the Society.

*The Phrase "A Body Politic and Corporate"*¹

The use of the phrase "body politic and corporate" has evolved over the years. Such bodies, as currently understood, are neither state nor private corporations; rather, they are separate corporate entities that function as agencies or instrumentalities of the State although they are not the State in its sovereign capacity. *Deharder Investment Corp. v. Indiana Housing Finance Authority*, 909 F. Supp. 606, 613 (S.D. Ind. 1995). Examples of such "bodies politic and corporate" include the Indiana Finance Authority, the Indiana Bond Bank, the Indiana Housing Authority, and the Indiana Education Savings Authority. These entities are agencies/instrumentalities for the purposes of the Inspector General.

Under this modern definition, the Society is not a "body politic and corporate." The usage of the phrase "body politic and corporate," for the Society, has a historical meaning distinct from its modern usage. Instead, the Society is a public benefit corporation as provided

¹ The Indiana Code uses the phrases "body politic and corporate" and "body corporate and politic" interchangeably. For the sake of consistency, this memorandum only refers to the phrase as "body politic and corporate."

for by the Indiana Nonprofit Act of 1991 (the "1991 Nonprofit Act"). The Society has been a distinct corporate entity from the State since its inception.

The 1831 Incorporation of The Indiana Historical Society

In 1831, the General Assembly passed "An Act to Incorporate the Indiana Historical Society" (the "1831 Act"). The 1831 Act is attached as Exhibit A to this letter. The 1831 Act incorporated the Society and named the Society "a body politic and corporate." The 1831 Act gave the Society the power to "alter and amend [its] constitution, change the time of the annual meeting, and frame such laws for the government of said society, as [members] shall think proper, the same not being inconsistent with the laws of the State." This enactment established the Society as an independent, private corporate entity evidenced by the Certificate of Existence showing that the Articles of Incorporation have been on file with the Indiana Secretary of State since 1831, a copy of which is attached as Exhibit B.

At the time the 1831 Act was passed, Indiana did not have specific corporate-formation legislation in place. Incorporation of any private, non-state entity required an act of the General Assembly. The General Assembly did not pass the first set of statutes governing corporations until 1929 and later passed the first set of nonprofit corporation statutes in 1935. Consequently, prior to these corporation statutes, each time the General Assembly incorporated a private non-state entity the General Assembly would declare the entity "a body politic and corporate."

In the same year that the Society was incorporated, the General Assembly incorporated two seminaries, a library company, a bridge company, two insurance companies, three towns, a borough, and a school society. The General Assembly deemed each of these entities to be "a body politic and corporate." None of these entities existed as agencies or instrumentalities of the State. Thus, at that time, the General Assembly's use of the phrase, "body politic and corporate," was not distinguishing but rather used to deem each entity as a separate corporate body that could sue and be sued, plead and be impleaded, in any court of competent jurisdiction, as well as have perpetual succession. Therefore, prior to the Indiana Business Corporation Act or the Nonprofit Corporation Act (both found currently in Title 23 of the Indiana Code), the General Assembly's use of the phrase "body politic and corporate" was all encompassing for establishing a separate corporate existence. The purpose was not to establish an agency or instrumentality.

Recodification of the 1831 Act

In 1982, the General Assembly passed Indiana Code § 23-6-3, titled "Indiana Historical Society" (the "1982 Act"). The public law enacting this statute does not refer to whether the 1982 Act repealed or amended the 1831 Act. This is important because at the time of the 1831 Act the "General Laws" consisted only of the legislation passed for that year. Supplements or pocket parts did not come into existence until approximately the early 1900s. Therefore, early legislation passed by the General Assembly was not recorded in a continuous, supplemental form so that amendments or additions could be reviewed. Since the 1831 Act, the General Assembly did not introduce legislation concerning the Society until the 1982 Act. The 1982 Act addressed the Society's form, power, meetings, bylaws, and rights to legislative materials of the Society, in

similar details to those of the 1831 Act. Thus, given the historical origins of the 1831 Act, the 1982 Act was a mere recodification of the 1831 Act and the two acts should be read consistently.

Upon such reading, the General Assembly's use of the phrase "body politic and corporate" in both the 1831 and 1982 Acts should be read as originally intended and not read with the modern understanding of the phrase. Accordingly, the General Assembly's restatement of the phrase a "body politic and corporate" serves as an identification to describe the Society, as it was the same phrase with the same correlating powers used by the former legislature in declaring the Society as an incorporated entity in 1831. There is no evidence that the General Assembly ever intended to change the form of the Society to the modern understanding of "body politic and corporate." Nor is there any evidence that the State desired to invoke its police power and take the assets of the Society. Moreover, the Society has never functioned as part of government between 1831 and the present.

On November 8, 1993, the Society reincorporated as a public benefit corporation as provided for by the Indiana Nonprofit Act of 1991 (the "1991 Nonprofit Act"). The Society's incorporation as a public benefit corporation was within its power to alter or amend its constitution as provided by the General Assembly in the 1831 Act. Other than issuing a Certificate of Existence, the State had no influence or say in the reincorporation. The Society has remained a private corporate entity throughout its existence. For this reason, to deem the Society a "body corporate and politic" under the phrase's current meaning would be erroneous, as a private company cannot be an instrumentality of the State. *Deharder Investment Corp.*, 909 F. Supp. at 613.

The Society's Response to the Inspector General's Report

The 1831 Act, as recodified at Indiana Code § 23-6-3, did not provide for an agency or instrumentality relationship with the State. Nothing in the history of the Society indicates such a relationship. The Inspector General's "findings" are insufficient as a matter of law to prove an agency or instrumentality relationship. The Inspector General's arguments will be addressed in turn.

First, the name of an entity does not necessarily demonstrate an agency or instrumentality relationship. Other, non-state, private entities have the word "Indiana" in their titles (e.g., neither the Indiana Pacers nor the Indiana Farm Bureau is an agency or instrumentality of the State). The name of this entity, Indiana Historical Society, Inc., denotes that it is an organization of private individuals (members numbering approximately 9,000) who support the entity's mission to collect, preserve, interpret, and disseminate information about Indiana's history. The organization publishes books and periodicals, sponsors teacher workshops, and provides assistance to local and county history museums. The Society also maintains the nation's premier private research library on the history of Indiana and the Old Northwest. The name logically makes sense given its mission and does not signify a relationship to state government.

Indeed, the Society is not the State Commission on Public Records, which oversees the State Archives (as provided for at Indiana Code § 5-15-5.1). The Commission on Public Records oversees the repository of state records required by state law to be preserved. While the Commission on Public Records is run and maintained by its director, appointed by the governor,

who receives state funds to maintain the repository and the archives, the Society, on the other hand, is run and maintained by its own private citizen members without state government influence. The Society is also distinguishable from the Indiana State Library, the Indiana Historical Bureau, and the Indiana State Museum because the Society is not controlled by state appointed officials. Even the website URLs of these entities provide guidance on this matter. The Commission on Public Records, including the State Archives, the Indiana State Library, the Indiana Historical Bureau, and the Indiana State Museum, all possess the .gov domain for their respective websites while the Society has an .org domain. It stands to reason that government entities have .gov domains while private not-for-profit entities have .org domains. All of these factors and comparisons weigh against any conclusion that the Society is an agency or instrumentality of the State.

As to the Inspector General's finding on funding matters, the building infrastructure (the "Building") housing the Society is on State real estate and receives services (both financial and otherwise) from the State because of a formal lease agreement between the Society and the Indiana Department of Administration. In accordance with Indiana Code § 4-13-12.1, the Society constructed a Building with its own funds, on State property, and then entered into a ground lease agreement with the State. The financial support and services of the State derive from this ground lease agreement and not the status of the Society. The lease agreement between the Department of Administration and the Society is for the mutual benefit of both parties as landlord and tenant. Such business relationships do not, and should not, transform not-for-profit private corporations into state agencies or instrumentalities.

Conclusion

The Indiana Historical Society is a private entity incorporated under the Indiana Nonprofit Act of 1991 (Indiana Code § 23-17). The Society has existed as a separate corporate entity since its incorporation in 1831. No historical or statutory provision has ever included the Society as an agency or instrumentality of the State. Therefore, the Society requests that the Indiana General Assembly take no action to strip the Society of its distinct and separate corporate identity.

Please let us know if we can be of further assistance.

BARNES & THORNBURG LLP

By: Wayne C. Kreuzer
Wayne C. Kreuzer

Enclosures

Cc: Matthew E. Morgan

BARNES & THORNBURG LLP

Exhibit A

CHAPTER XXXV.

An Act to incorporate the Indiana Historical Society. [APPROVED, JANUARY 10, 1831.]

SEC. 1. Be it enacted by the General Assembly of the state of Indiana, That Benjamin Parke, John H. Farnham, Bethuel F. Morris and James Blake, with their associates, are hereby created and constituted, a body politic and corporate, by the name and style of the "Indiana Historical Society," and by such name may have perpetual succession, hold, purchase, receive, enjoy and transfer any property, real and personal, have and use a common seal, sue and be sued, plead and be impleaded, defend and be defended in all courts of judicature whatever.

SEC. 2. There shall be an annual meeting of the members of said society, at the time and place appointed by their constitution; at which time and place the officers of said society named in said constitution, shall be elected, who shall continue in office until the next annual meeting, and until their successors are elected. The members of said society, at such meeting, may alter and amend their constitution, change the time of the annual meeting, and frame such laws for the government of said society, as they shall think proper, the same not being inconsistent with the laws and constitution of this state.

SEC. 3. The officers of said society may make such rules for their own government, and for carrying into effect the objects of the society, not inconsistent with its constitution, as they shall think proper; all which, together with their receipts and disbursements, shall be reported to the annual meetings of the society.

SEC. 4. The secretary of state shall deliver to the officers of said society one copy of the laws of this state, and one copy of the journals of the senate and house of representatives, which may hereafter be published, and also copies of the laws and journals of former years, where more than five copies of the same for any one year remain in his office. The secretary shall also deliver to the officers of said society, all books and other articles which have been or may be transmitted to his office for the use of said society.

CHAPTER XXXVI.

An Act to publish and continue in force the several Acts and Joint Resolutions relative to the permanent Seat of Government, and the Affairs of the Town of Indianapolis. [APPROVED, JANUARY 24, 1831.]

SEC. 1. Be it enacted by the General Assembly of the state of Indiana, That for the purpose of perpetuating and continuing in force the several acts and joint resolutions heretofore passed by the general Assembly of this state, relative to the selection of a site for the permanent seat of government for the state of Indiana, the laying out and establishing a town thereon, providing for the sale of lots, establishing the permanent seat of government, and all other matters concerning the donation and the affairs of the town of Indianapolis, the acts and joint resolutions or parts of acts and joint resolutions that are hereinafter recited and printed at length, shall be continued in force, and taken and considered as public acts; and those acts and joint resolutions where the title only and date of approval are hereinafter recited, or where only a part of said acts and joint resolutions are recited at length, the said several acts and joint resolutions or parts thereof that are omitted and published by their titles only, shall be continued in force as private and special acts.

SEC. 2. The secretary of state shall select and locate a site for the permanent Seat of Government of Indiana. (Approved, January 11, 1819; 20, page 1820.)

SEC. 3. Be it enacted by the General Assembly of the state of Indiana, That George Hunt of the county of Wayne, Commissioner of the county of Fayette, Stephen Ludlow of the county of Dearborn, John Gilliland of the county of

INCORPORATIONS.

CHAPTER XXXIV.

An Act to incorporate the Indiana Historical Society. [APPROVED, JANUARY 10, 1831.]

SEC. 1. Be it enacted by the General Assembly of the state of Indiana, That Benjamin Parke, John H. Farnham, Bethuel F. Morris and James Blake, with their associates, are hereby created and constituted, a body politic and corporate, by the name and style of the "Indiana Historical Society," and by such name may have perpetual succession, hold, purchase, receive, enjoy and transfer any property, real and personal, have and use a common seal, sue and be sued, plead and be impleaded, defend and be defended in all courts of judicature whatever.

SEC. 2. There shall be an annual meeting of the members of said society, at the time and place appointed by their constitution; at which time and place the officers of said society named in said constitution, shall be elected, who shall continue in office until the next annual meeting, and until their successors are elected. The members of said society, at such meeting, may alter and amend their constitution, change the time of the annual meeting, and frame such laws for the government of said society, as they shall think proper, the same not being inconsistent with the laws and constitution of this state.

SEC. 3. The officers of said society may make such rules for their own government, and for carrying into effect the objects of the society, not inconsistent with its constitution, as they shall think proper; all which, together with their receipts and disbursements, shall be reported to the annual meetings of the society.

SEC. 4. The secretary of state shall deliver to the officers of said society one copy of the laws of this state, and one copy of the journals of the senate and house of representatives, which may hereafter be published, and also copies of the laws and journals of former years, where more than five copies of the same for any one year remain in his office. The secretary shall also deliver to the officers of said society, all books and other articles which have been or may be transmitted to his office for the use of said society.

Corporate style and powers.

Annual meetings and elections.

Amendment of constitution.

By-laws for society.

Rules for officers.

Society entitled to laws and journals, &c.

SEC. 1. Be it enacted by the General Assembly of the state of Indiana, That George Hunt of the county of Wayne, Commissioner of the county of Fayette, Stephen Ludlow of the county of Dearborn, John Gilliland of the county of

Exhibit B

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, JOSEPH H. HOGSETT, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

INDIANA HISTORICAL SOCIETY

filed Articles of Incorporation on January 10, 1831, and is a corporation duly organized and existing under and by virtue of the Laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by law with the Secretary of State, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the State of Indiana.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-ninth day of November, 1993

Joseph H. Hogsett

JOSEPH H. HOGSETT, Secretary of State

By *S.K. Barber*

Deputy

