

ARTICLES OF INCORPORATION  
OF  
AFFORDABLE HOUSING PARTNERS, INC.

APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:

ARTICLE I

Name and Classification

The name of the Corporation is "Affordable Housing Partners, Inc." The Corporation is a public benefit corporation.

ARTICLE II

Purposes and Powers

Section 2.1. Purposes. The corporation is organized and shall be operated exclusively to:

- (a) Provide financial expertise for the benefit of projects owned and/or managed by for profit and not-for-profit affordable housing developers;
- (b) Develop and facilitate financing for affordable housing developments;
- (c) Serve in a general partner, co-general partner, partner, member or sponsor capacity in limited partnerships or other entities to develop low income housing financed by tax credits and/or tax exempt bonds; and
- (d) Transact any and all lawful business for which corporations may be incorporated under the Act; provided that such business is not inconsistent with the corporation being organized and operated exclusively for charitable purposes.

Section 2.2. Non-Profit Purposes.

The Corporation is organized and shall be operated exclusively for charitable purposes, and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1. No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate running for public office.

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

(a) To 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; and

(b) To 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. Limitations on Powers. If the Corporation becomes a private foundation (as defined in Section 5092(a) of the Internal Revenue Service of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws), the Corporation shall be subject the following requirements.

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing by Section 4941 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

(c) The Corporation shall not retain any excess business holdings that would subject it to the tax on excess business holdings imposed by Section 4943 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

(d) The Corporation shall not make any investments in a manner that would subject it to the tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

(e) The Corporation shall not make any expenditures that would subject it to the taxes on taxable expenditures imposed by Section 4945 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

### ARTICLE III

#### Distribution of Assets upon Dissolution

In the event of the complete liquidation, dissolution of the Corporation, or winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose fifty percent (50%) of the assets of the Corporation to Eastside Community Investments, Inc. and fifty percent (50%) of the assets of the Corporation to Martin Luther King Community Development Corporation, so long as they are in existence and are exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in the event they are no longer in existence or exempt organizations, to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE IV

#### Term of Existence

The Corporation shall have perpetual existence.

### ARTICLE V

#### Registered Agent and Registered Office

Section 5.1. Registered Agent. The name of the registered agent of the Corporation is Scott D. Butler.

Section 5.2. Registered Office. The post office address of the registered office of the Corporation is 8888 Keystone Crossing, Suite 900, Indianapolis, Indiana 46240.

### ARTICLE VI

#### Members

There shall be no members of the Corporation.

## ARTICLE VII

### Board of Directors

Section 7.1. Number and Term of Office. The initial Board of Directors shall consist of seven (7) directors. Thereafter, the exact number of directors shall be determined by resolution of the Board of Directors and specified from time to time in the Bylaws of the Corporation. The minimum number of directors so specified shall be seven (7). Whenever the Bylaws do not specify the number of directors, the number shall be seven (7). Each director shall serve for a term of one (1) year, or until his or her successor is elected and qualified, or until his or her resignation, removal, or death.

Section 7.2. Initial Board of Directors. The names and addresses of the initial Board of Directors of the Corporation are:

Gerald K. Pedigo, Chairman  
8888 Keystone Crossing, Suite 900  
Indianapolis, Indiana 46240

Bruce A. Cordingley  
8888 Keystone Crossing, Suite 900  
Indianapolis, Indiana 46240

Phillip J. Stoffregen  
8888 Keystone Crossing, Suite 900  
Indianapolis, Indiana 46240

Michael F. Petrie  
One Virginia Avenue  
Indianapolis, Indiana 46204

Joseph E. Whitsett  
One American Square, Box 82001  
Indianapolis, Indiana 46282-0002

Charles B. Montgomery, Sr.  
5420 North College Avenue, Suite A7  
Indianapolis, Indiana 46220

Frank A. Hoffman  
One Indiana Square, Suite 2800  
Indianapolis, Indiana 46204-4341

Section 7.3. Election of Directors.

The directors of the Corporation shall be elected by the Board of Directors of the Corporation at the annual meeting of the Board of Directors of the Corporation. If such election is not made at the annual meeting of the Board of Directors of the Corporation, the directors then in office shall hold over until their successors shall be elected and qualified, or until their resignation, removal, or death. A vacancy among the directors caused by death, resignation, or removal may be filled by the remaining directors until the next annual meeting by a majority vote of such remaining directors.

Section 7.4. Qualifications. Each director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or required by law.

Section 7.5. Removal. Any director may be removed, with or without cause, at any time by the vote of a majority of the directors of the Corporation then in office.

ARTICLE VIII

Name and Address of Incorporator

The name and address of the incorporator of the Corporation is: Scott D. Butler, 8888 Keystone Crossing, Suite 900, Indianapolis, Indiana 46240.

ARTICLE IX

Provisions for Regulation of Business  
and Conduct of Affairs of Corporation

Section 9.1. Place of 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 calls and notices or waivers of notices of such meetings given in accordance with the Bylaws of the Corporation.

Section 9.2. Indemnification.

(a) Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a part to a proceeding because such person is or was

- (i) a member of the Board of Directors of the Corporation;
- (ii) an officer of the Corporation, or

(iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

(b) Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the corporation "to the benefit of any private shareholder or individual," within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax law. The provisions of, and the rights and obligations created by, this Article shall not give rise or be deemed to give rise to "compensation for personal services" as described in IC 34-4-11.5-1 et seq., as amended.

(c) Definitions. For purposes of this Article:

(1) A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(2) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.

(3) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(4) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(5) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(6) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 9.3. Compensation of Employees. To carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of his or her employment as may be fixed in the manner provided by the Board of Directors of the Corporation.

Section 9.4. Powers of the Board of Directors. Subject to any limitation or restriction imposed by law or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation.

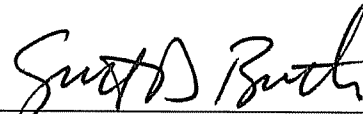
## ARTICLE X

### Amendments

Section 10.1. Articles of Incorporation. The Corporation may amend these Articles of Incorporation at any time so long as the Articles, as amended, will not jeopardize the Corporation's status as a public benefit corporation and would have been authorized by the Act as original articles. An amendment shall be adopted upon receiving the affirmative vote of a majority of the directors.

Section 10.2. Bylaws. The Board of Directors of the Corporation 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 9<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
Scott D. Butler

This instrument prepared by Scott D. Butler, Attorney-at-Law, SCOTT D. BUTLER, P.C., 8888 Keystone Crossing, Suite 900, Indianapolis, Indiana 46240 (317) 587-0336.



ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
AFFORDABLE HOUSING PARTNERS, INC.

The undersigned officer of the Nonprofit Corporation known as Affordable Housing Partners, Inc. (hereinafter referred to as the "Corporation"), which exists pursuant to the Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended, desires to give notice of corporate action effectuating an Amendment to the Articles of Incorporation, certifies the following facts:

ARTICLE I

- Section 1. The name of the Corporation is: Affordable Housing Partners, Inc.
- Section 2. The Date of Incorporation of the Corporation was September 9, 1996.
- Section 3. The Corporation will not change its name pursuant to these Articles of Amendment.
- Section 4. The exact text of Article II, Section 2.1 of the Articles of Incorporation is amended to include the following provision:

(e) Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried by (a) an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II

Section 1. This Amendment was approved by a sufficient vote of the Board of Directors or Incorporators and approval of members was not required. This Amendment was adopted by the affirmative vote of a majority of the Directors. The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with provisions of the Act, the Articles of Incorporation, and the By-Laws of Corporation.

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

AFFORDABLE HOUSING PARTNERS, INC.

By: 

Phillip J. Stoffregen,  
Executive Vice President