

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PROJECT MANAGEMENT INSTITUTE,
CENTRAL INDIANA CHAPTER, INCORPORATED

ARTICLE I

Name

The name of the Corporation is Project Management Institute, Central Indiana Chapter, Incorporated.

ARTICLE II

Classification of Corporation

The Corporation is a mutual benefit corporation.

ARTICLE III

Purposes and Powers

Section 3.1 **Purposes.** The purposes for which the Corporation is formed are:

- (a) To advancing the practice, science, and profession of project management in a conscious and proactive manner;
- (b) To create a dynamic community that provides opportunities for the advancement of the project management procession;
- (c) To be a strategic partner and premier provider of knowledge and expertise to our membership, organizations, and communities, by building an active participative project management community;
- (d) To serve the project management community;
- (e) To provide professional and personal value to members through education, networking, and community;
- (f) To envision a future for the project management community;
- (g) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management;

(h) To conduct any and all activities consistent with the Corporation being organized exclusively as a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws;

(i) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation; and

(j) To have and to exercise the general powers specified in the Indiana Nonprofit Corporation Act of 1991 (the "Act") not in conflict or repugnant to the restrictions herein contained.

Section 3.2 Powers. The Corporation shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are in furtherance of the purposes expressly provided in Section 3.1.

Section 3.3 Limitation of Activities. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Distribution of Assets on Dissolution

In the event of the complete liquidation or dissolution of the Corporation, or the 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, distribute all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

Section 6.1 Registered Office and Registered Agent. The street address of the Corporation's registered office is 8520 Allison Point Boulevard, Suite 220, Indianapolis, Indiana 46250 and the name of the Corporation's registered agent at that office is President.

Section 6.2 Principal Office. The post office address of the principal office of the Corporation is 8520 Allison Point Boulevard, Suite 220, Indianapolis, Indiana 46250.

ARTICLE VII

Members

Section 7.1 Classes. The Corporation shall have one or more classes of members as provided in the Bylaws of the Corporation.

Section 7.2 Voting Rights of Members. Each member in good standing shall be entitled to one (1) vote on each matter submitted to the members for a vote by the members.

ARTICLE VIII

Board of Directors

Section 8.1 Number and Term of Office. The number of directors shall be as specified in or fixed in accordance with the Bylaws of the Corporation; provided, however, that the minimum number of directors shall be three (3). The term of office of a director shall be as specified in the Bylaws; provided, however, that the term of an elected director shall not exceed five (5) years. Directors may be elected for successive terms. Terms of office of directors may be staggered as specified in the Bylaws.

Section 8.2 Qualifications. Each director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or as required by law.

ARTICLE IX

Indemnification

Section 9.1 Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

- (a) a member of the Board of Directors of the Corporation,
- (b) an officer of the Corporation, or

- (c) 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, limited liability company, 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.

Section 9.2 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," of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws.

Section 9.3 Definitions. For purposes of this Article:

(a) 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.

(b) 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.

(c) 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 and 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.

(d) 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.

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

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

This instrument was prepared by Michael N. Red, Attorney-At-Law, ICE MILLER LLP, One American Square, Suite 2900, Box 82001, Indianapolis, Indiana 46282-0200.