

1 **AMENDED AND RESTATED ARTICLES OF INCORPORATION**
2 **OF**
3 **INDIANA ORGANIZATIONFOR NURSING LEADERSHIP, INC.**

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6 The undersigned officer of Indiana Organization for Nursing Leadership, Inc. (the
7 "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as
8 amended (the "Act"), executes the following Amended and Restated Articles of Incorporation
9 (the "Articles"), which supersede and take the place of the Corporation's previously existing
10 articles of incorporation and all previous amendments thereto:

11 ARTICLE I

12 NAME

13
14 1.1 The name of the Corporation is "Indiana Organization for Nursing Leadership,
15 Inc."

16 1.2 The Corporation is a mutual benefit corporation pursuant to the Act.

17 ARTICLE II

18 PURPOSES AND POWERS

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20 2.1 Notwithstanding anything to the contrary in these Articles, the Corporation is
21 organized and at all times shall be operated within the meaning of Section 501(c)(6) of the
22 Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future
23 Internal Revenue law of the United States of America (the "Code").

24 2.2 Subject to the foregoing general statement of purposes, the specific purposes of
25 the Corporation may include, but shall not be limited to, the following:

- 26 (a) To create and foster a spirit of understanding and cooperation among
27 nursing leaders and to strive to develop effective leadership in nursing
28 services in Indiana in order to advance the delivery of health care to meet
29 the needs of consumers;
- 30 (b) To promote the profession of nursing as a career to the public;
- 31 (c) To provide a medium for the interchange of ideas and dissemination of
32 information and material relative to nursing leadership;
- 33 (d) To provide a platform within the health care field from which nurse
34 leaders may speak on nursing and health care issues;

- 35 (e) To provide consultation and direction on all matters relating to nursing
36 and health care issues;
- 37 (f) To identify and define health care issues affecting nursing and establish
38 position statements on such issues;
- 39 (g) To promote educational programs and activities to strengthen nursing
40 leadership;
- 41 (h) To provide programs for all nurse leaders such that they may participate in
42 the interchange of ideas to enhance personal and professional growth and
43 development; and
- 44 (i) To develop and foster mechanisms which result in collaboration and
45 sharing the planning and progress of health care with other health care
46 agencies, education and institutions; professional organizations; legislative
47 bodies; and other appropriate organizations; and
- 48 (i) To assist and engage in any and all other activities that promote the
49 common business purposes of the Corporation's members; are permitted
50 by the Act; and are permitted to be carried on by an organization exempt
51 from federal income taxation under Code Section 501(c)(6).

52 2.3 Notwithstanding any other provisions of these Articles, the purposes and powers
53 of the Corporation shall be limited as follows:

- 54 (a) No part of the net earnings of the Corporation shall inure to the benefit of,
55 or be distributable to, any member, director or officer or other private
56 person unless allowed by Code Section 501(c)(6) and the Act; provided,
57 however, that the Corporation may pay reasonable compensation for
58 services rendered and may make payments and distributions in furtherance
59 of the purposes set forth herein.
- 60 (b) The Corporation shall not carry on any activities not permitted to be
61 carried on by a Corporation exempt from federal income tax under Code
62 Section 501(c)(6).

63 2.4 Subject to any limitation or restriction imposed by the Act, any other law, or any
64 other provisions of these Articles, the Corporation shall have such powers as are now or may
65 hereafter be granted by the Act, including the following: (a) to do everything necessary,
66 advisable or convenient for the accomplishment of any of the purposes herein set out or which
67 shall, at any time, appear conducive to or expedient for the protection or benefit of the
68 Corporation and its members and to do all of the things incidental thereto or connected therewith
69 which are not forbidden by law; and (b) to have, exercise and enjoy in furtherance of the
70 purposes herein set out all the general rights, privileges and powers granted to corporations by
71 the Act as now existing or hereafter amended and by common law, all of which powers shall
72 include, but not be limited to, the power to receive by gift, devise, bequest or otherwise any
73 money or property absolutely or in trust to be used, either the principal or income therefrom, for

74 the furtherance of any or all of the foregoing purposes. Further, the Corporation has the power to
75 hold, invest and pay over for any or all of the foregoing purposes any monies, securities or other
76 real and personal property transferred to it by grant, devise, bequest, loan or other manner
77 otherwise including transfers of money to it by its members, and to acquire, hold, sell, transfer,
78 mortgage, lease and otherwise deal in any and all real estate and personal property necessary or
79 proper for the carrying out of any or all of the foregoing purposes. This section shall be in
80 addition to the powers authorized by the Act.

81 2.5 Upon the dissolution of the Corporation, the Board of Directors shall, after paying
82 or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the
83 assets of the Corporation exclusively for the purposes of the Corporation pursuant to the Act in
84 such manner or to such organization, or organizations, as the Board of Directors, in its sole
85 discretion, shall determine. Any such assets not so disposed of shall escheat to the State of
86 Indiana to be used exclusively for public purposes.

87 ARTICLE III

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89 TERM OF EXISTENCE

90 3.1 The Corporation shall have perpetual existence.

91 ARTICLE IV

92
93 REGISTERED AGENT AND PRINCIPAL OFFICE

94 4.1 At the time of the filing of these Articles, the post office address of the registered
95 office of the Corporation is 500 North Meridian Street, Suite 400, Indianapolis, Indiana 46204,
96 and the name of the Corporation's registered agent for service of process at such office is Jeffrey
97 Peek. The Corporation affirms that the registered agent named in this Article IV has consented
98 to his appointment as registered agent and further affirms that such registered agent will accept
99 electronic service of process at the following e-mail address: jpeek@hallrender.com.

100 4.2 The post office address of the principal office of the Corporation is 500 North
101 Meridian Street, Suite 250, Indianapolis, Indiana 46204.

102 ARTICLE V

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104 MEMBERSHIP

105 5.1 Pursuant to the Act, the Corporation shall have members. The terms and
106 conditions of membership, including the characteristics, qualifications, rights, limitations, and
107 obligations of members, will be prescribed in the Bylaws of the Corporation, as the same may be
108 amended and restated from time to time (the "Bylaws").

109 ARTICLE VI

110 BOARD OF DIRECTORS

111 6.1 The Board of Directors of the Corporation, as from time to time constituted, shall
112 provide oversight of the business, property, and affairs of the Corporation and, subject to the
113 provisions of these Articles, the Bylaws, and other applicable law, shall have complete and
114 plenary power to manage, control, and conduct all of the affairs of the Corporation.

115 6.2 The Board of Directors shall consist of such number of persons, not fewer than
116 three (3) in number, as specified in or fixed in accordance with the Bylaws and shall have such
117 other qualifications as are specified in or fixed in accordance with the Bylaws.

118 6.3 The directors of the Corporation shall be elected, designated, appointed or
119 removed in the manner and for terms as specified in or fixed in accordance with the Bylaws.

120 ARTICLE VII

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122 PROVISIONS FOR REGULATION OF BUSINESS AND
123 CONDUCT OF AFFAIRS OF CORPORATION

124 7.1 Indemnification.

125 (a) The Corporation shall indemnify any person as of right who is or was a
126 director, officer or employee of this Corporation, or is or was serving as a
127 director, officer, or employee of another corporation, partnership or other
128 enterprise at the request of the Corporation, against expenses (including
129 attorneys' fees), judgments or fines, incurred by such person to the fullest
130 extent now or hereafter permitted by law, in connection with or resulting
131 from any claim, action, suit or proceeding (whether actual or threatened,
132 civil or criminal, administrative or investigative, or in connection with an
133 appeal relating thereto), in which such person may be involved as a party
134 or otherwise by reason of being or having been a director, officer or
135 employee of the Corporation or of such other referenced organization.
136 This right of indemnification shall only exist, however, if such person
137 acted in good faith and in a manner which he/she reasonably believed to
138 be in, or not opposed to, the best interest of the Corporation and, with
139 respect to any criminal action or proceeding, in a manner which he/she
140 had no reasonable cause to believe was unlawful. The termination of any
141 claim, action, suit or proceeding by judgment, order, settlement (whether
142 with or without court approval), conviction, or upon a plea of nolo
143 contendere or its equivalent, shall not, of itself, create a presumption that
144 the person did not act in good faith and in a manner which he/she
145 reasonably believed to be in, or not opposed to, the best interests of the
146 Corporation, and, with respect to any criminal action, suit or proceeding,
147 in a manner which he/she had no reasonable cause to believe was
148 unlawful.

149 (b) Any director, officer, or employee of the Corporation who has been
150 successful as a party on the merits or otherwise in his defense of any
151 claim, action, suit or proceeding referred to in the first sentence of Section

152 7.1(a) shall be indemnified as of right against expenses (including
153 attorneys' fees) reasonably incurred in connection therewith (except to the
154 extent covered by insurance).

155 (c) Except as provided in Section 7.1(b) above, any indemnification under
156 Section 7.1(a) shall be made by the Corporation only upon a determination
157 that indemnification of the particular director, officer or employee is
158 proper in the circumstances because such person has met the applicable
159 standards of conduct set forth in Section 7.1(a). Such determination shall
160 be made (i) by the Board of Directors of the Corporation by a majority
161 vote of a quorum consisting of members of the Board of Directors who
162 were not parties to such claim, action, suit or proceeding, or (ii) if such a
163 quorum is not obtainable or if so directed by a majority vote of a quorum
164 consisting of members of the Board of Directors who were not parties to
165 such claim, action, suit or proceedings, by independent legal counsel (who
166 may be regular counsel of the Corporation) in a written opinion.

167 (d) The indemnification provided by this Section 7.1 shall not be deemed
168 exclusive of any other rights to which a director, officer or employee may
169 be entitled under any bylaw, resolution, agreement, vote of the members
170 or otherwise and shall continue as to a person who has ceased to be a
171 director, officer, or employee of the Corporation and shall inure to the
172 benefit of the heirs, executors, and administrators of any such person. The
173 indemnification provided by this Section 7.1 shall be applicable to claims,
174 actions, suits, or proceedings made or commenced after the adoption
175 hereof, arising from acts or omissions to act occurring whether before or
176 after the adoption hereof.

177 (e) The Corporation shall have the power to purchase and maintain insurance
178 on behalf of any person who is or was a director, officer, employee or
179 agent of the Corporation, or who is or was serving at the request of the
180 Corporation as a director, officer, partner, employee or agent of another
181 corporation, partnership joint venture, trust or other enterprise, against any
182 liability asserted against such person and incurred by him/her in any such
183 capacity, or arising out of his/her status as such, whether or not the
184 Corporation would have the power to indemnify him/her against such
185 liability under the provisions of this Section 7.1, together with expenses
186 actually and reasonably incurred by him/her in connection with his/her
187 defense thereof; provided that when and to the extent that the Corporation
188 has purchased and maintained such insurance, it shall have no duty under
189 this Section 7.1 to indemnify any such person to the extent such liability is
190 covered by such insurance.

191 7.2 These Articles of Incorporation may only be amended by a vote of a majority of
192 the voting Members of the Corporation.

193 7.3 Subject to any limitations or restrictions imposed by law or by these Articles, the
194 voting Members of the Corporation shall have the power, by majority vote of the voting
195 Members present at a regular or special meeting of the members where a quorum is present, to
196 amend the Bylaws.

197

198 The undersigned officer hereby presents these Amended and Restated Articles of
199 Incorporation to the Secretary of State of the State of Indiana for filing, and states that the manner
200 of their adoption and the vote by which they were adopted constitute full legal compliance with
201 the provisions of the Act, the previously existing articles of incorporation of the Corporation, and
202 the Bylaws.

203
204 IN WITNESS WHEREOF, the undersigned officer hereby executes these Amended and
205 Restated Articles of Incorporation and verifies and affirms, subject to penalties of perjury, that
206 the representations contained herein are true, to the best of her knowledge and belief, this 1011-i
207 day of OoJ-onif, 2019.

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Signed: Karin Haak

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Printed: Karin Haak

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Signed: _____

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Printed: _____

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223 This instrument was prepared by Jeffrey L. Carmichael, HALL, RENDER, KILLIAN, HEATH
224 & LYMAN, P.C., 500 North Meridian Street, Suite 400, Indianapolis, Indiana 46204, Telephone:
225 (317) 633-4884.