

NOTE: The following Articles of Amendment are intended to mirror the Articles of Amendment as they appear once filed through the Indiana Secretary of State online portal. The final format of the Articles of Amendment may be different than seen below due to the formatting imposed by the online portal, but will be substantially the same.

**ARTICLES OF AMENDMENT
OF
SHERIDAN COMMUNITY RECREATION, INC.**

The undersigned designated representative of Sheridan Community Recreation, Inc. (the “Organization”), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby executes the following Articles of Amendment (the “Articles”), which along with the original Articles of Incorporation and all other amendments equate to the complete Articles of Incorporation of the Organization:

ARTICLE I

Name and Principal Office

Section 1. **Name.** The name of the Organization is: Sheridan Community Recreation, Inc.

Section 2. **Principal Office Address.** The address of the principal office at the time of the adoption of these Articles is PO Box 213, Sheridan, Indiana 46069-0213.

ARTICLE II

Period of Duration

The period during which the Organization shall continue is perpetual.

ARTICLE III

Corporation Type, Membership, and Dissolution

Section 1. **Type of Corporation.** The Organization is a public benefit corporation.

Section 2. **Members.** The Organization shall have one class of members as that term is defined in the Act.

Section 3. **Dissolution.** If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), 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 Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

ARTICLE IV

Purposes

The Organization shall be organized and operated exclusively for charitable and educational purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the “Code”), or corresponding provisions of any subsequent federal tax laws. The Organization principally exists to (a) provide athletic activities, guidance, training, and education of the youth and adults of Hamilton County, Indiana, and its environs, (b) solicit and receive funds for the accomplishment of the above purposes, (c) and pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

ARTICLE V

Manner of Adoption

Section 1. Membership Vote & Date. The Membership duly voted upon and adopted these Articles at a duly called meeting at which quorum was present on February 26, 2025. The following counts applied:

Votes cast for amendment:	<u>16</u>
Votes cast against amendment:	<u>0</u>
Eligible members:	<u>16</u>

Section 2. Compliance. The manner of the adoption of these Articles of Amendment 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 Organization.

Section 3. Presentment. The undersigned officer of the Organization hereby presents these Articles of Amendment to the Secretary of State of the State of Indiana for filing, representing beforehand to the Secretary of State and all persons whom it may concern that the manner of their adoption and the vote by which they were adopted constitute full compliance with the provisions of applicable law, the previously existing Articles of Incorporation, and the Organization’s Bylaws.

* * *

IN WITNESS WHEREOF, the undersigned Officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 27th day of February, 2025.

By:  Rob Hobson

Name: Rob Hobson

Title: President

END OF E-PORTAL PORTION OF ARTICLES OF AMENDMENT

The following Additional Articles will be filed through the Indiana Secretary of State online portal as an **attachment** to the Articles of Amendment above.

**ADDITIONAL ARTICLES
TO THE ARTICLES OF AMENDMENT OF
SHERIDAN COMMUNITY RECREATION, INC.**

The following Additional Articles are supplemental to the Articles of Amendment to which they are attached. These Additional Articles and the Articles of Amendment should be read in conjunction and together constitute the entire Articles of Amendment of Sheridan Community Recreation, Inc. (the "Organization").

ARTICLE VI

Powers

Section 1. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 2. Enumerated Powers. Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE VII

Members

Section 1. Creation, Classes and Voting of Members. The Organization shall have one class of members as that term is defined in the Act. Each member shall be entitled to one vote.

Section 2. Criteria. Membership shall be open to any other persons interested in the purposes of this Organization.

Section 3. Annual Meeting. There shall be an annual meeting of the membership for the election of Directors.

Section 4. **Rights and Responsibilities.** Members may remove a Director for cause by an affirmative vote of a two-thirds majority of members present at a duly called meeting for the purpose. Any Director appointed to fill the vacancy shall be appointed pursuant to the policies of the Organization relating to the election of Directors, and shall be appointed for the unexpired term of the removed Director. Additional rights and responsibilities are further delineated in the Bylaws of the Organization and in the Act.

ARTICLE VIII

Directors

Section 1. **Creation and Number.** The exact number of Directors of the Organization shall be specified in or fixed in accordance with the Bylaws of the Organization (the “Bylaws”) at a number no smaller than three (3).

Section 2. **Election, Qualification, Selection, and Responsibilities.** The directors of the Organization shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws.

Section 3. **Meetings.** Meetings of the Board of Directors may be held at any location, either inside in person or virtually.

ARTICLE IX

Regulation of Corporate Affairs

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

Section 1. **No Inurement.** None of the Organization’s net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 2. **Not a Private Foundation; Contingencies.** Notwithstanding any other provision of these Articles, at any time the Organization is deemed a “private foundation” described in Code § 509(a), the Organization shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

Section 3. **Not an Action Organization; No Political Intervention.** Except as otherwise permitted by Code §§ 501(c)(3) and (h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 4. **Power of Board.** Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

Section 5. **Amendments to Articles and Bylaws.** The power to make, alter, amend, and repeal the Organization's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 6. **Liability.** No officer, director, Member or employee of the Organization shall be liable for any of the Organization's debts or obligations.

Section 7. **Reliance.** All parties dealing with the Organization shall have the right to rely upon any action taken by the Organization pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

Section 8. **Committees.** The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.

*****END OF ATTACHMENT*****