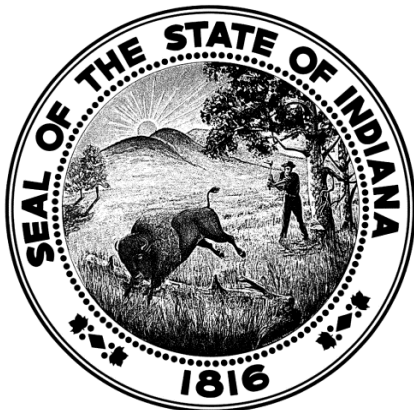


State of Indiana
Office of the Secretary of State
Certificate of Restatement
of
**ASSOCIATION FOR PRACTICAL AND PROFESSIONAL
ETHICS INCORPORATED**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Restatement of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, March 11, 2019.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 11, 2019

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

2014021900371 / 8212412

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

ARTICLES OF RESTATEMENT

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID 2014021900371
BUSINESS TYPE Domestic Nonprofit Corporation
BUSINESS NAME ASSOCIATION FOR PRACTICAL AND PROFESSIONAL ETHICS
INCORPORATED
PRINCIPAL OFFICE ADDRESS 2961 W County Road 225 S, Greencastle, IN, 46135, USA
DATE AMENDMENT WAS ADOPTED 03/11/2019

EFFECTIVE DATE

EFFECTIVE DATE 03/11/2019
EFFECTIVE TIME 03:22PM

ARTICLE II - PERIOD OF DURATION

DATE OF ADOPTION 03/11/2019
EXPIRATION DATE Perpetual

ARTICLE III - CORPORATION TYPE AND MEMBERSHIP

DATE OF ADOPTION 03/11/2019
TYPE OF CORPORATION Public benefit corporation, which is organized for a public or charitable purpose
WILL THE CORPORATION HAVE MEMBERS? Yes

DISTRIBUTION OF ASSETS UPON DISSOLUTION OR FINAL LIQUIDATION

In the event of the dissolution of the Association for Practical and Professional Ethics Incorporated, assets shall be distributed in keeping with the mission and general purposes of the Association to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose that have been selected by the Board. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, 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 IV - PRINCIPAL OFFICE ADDRESS

DATE OF ADOPTION 03/11/2019
PRINCIPAL OFFICE ADDRESS 2961 W County Road 225 S, Greencastle, IN, 46135, USA

ARTICLE V - STATEMENT OF PURPOSE

DATE OF ADOPTION 03/11/2019

STATEMENT OF PURPOSE The Association 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 Association’s educational mission is to advance practical and professional ethics. To accomplish this educational purpose, the Association: (1) encourages quality interdisciplinary scholarship and teaching in practical and professional ethics; (2) facilitates communication and joint ventures among and within a broad spectrum of academic and non-academic individuals, institutions, organizations, governmental entities, and businesses concerned with the interdisciplinary study, teaching and practice of practical and professional ethics; and (3) supports efforts by educational, regulatory, and professional organizations to foster curricular development and scholarly research on ethical issues.

ARTICLE VI - PRINCIPAL INFORMATION

DATE OF ADOPTION 03/11/2019

TITLE Executive Director
NAME Patricia A. Stauffer
ADDRESS 2961 W. County Road 225 S., Greencastle, IN, 46135, USA

ARTICLE VII - GENERAL INFORMATION

DATE OF ADOPTION 03/11/2019

MANNER OF ADOPTION AND VOTE

Action by Board of Directors:

The Board of Directors duly adopted a resolution proposing to amend the Articles of Incorporation.

Vote of the Board of Directors at meeting held on 01/29/2019, at which a quorum of such Board was present.

Action by Members:

If approval of members was not required

The shareholders of the Corporation entitled to vote in respect to the amendment, adopted the proposed amendment. The amendment was adopted by: (Shareholder approval may be by either A or B) : True

How many members or delegates voted in favor: 82

How many members or delegates voted against: 0

Total number of members or delegates entitled to vote: 503

SIGNATURE

THE UNDERSIGNED OFFICER OF THIS NONPROFIT CORPORATION EXISTING PURSUANT TO THE PROVISIONS OF THE INDIANA NONPROFIT CORPORATION ACT DESIRES TO GIVE NOTICE OF ACTION EFFECTUATING BUSINESS RESTATEMENT OF CERTAIN PROVISIONS OF ITS ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **March 11, 2019**

SIGNATURE

Patricia A. Stauffer

TITLE

Executive Director

Business ID : 2014021900371

Filing No. : 8212412

**ADDITIONAL ARTICLES
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ASSOCIATION FOR PRACTICAL AND PROFESSIONAL ETHICS INCORPORATED INC.**

The following Articles are supplemental to the Articles to which they are attached. These Articles should be read in connection with the Articles to which they are attached and together constitute the entire Articles of Incorporation of Association for Practical and Professional Ethics Incorporated Inc. (the "Association").

ARTICLE VIII

Powers

Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Association shall have the power or authority to do any act that will prevent the Association 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 Association shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Association 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 IX

Members

Additional rights and responsibilities of the Members shall be delineated in the Bylaws of the Association.

ARTICLE X

Responsible Party

Because these are Amended and Restated Articles of Incorporation rather than new Articles of Incorporation, no incorporator is required. Nevertheless, the name and address of the responsible party is Patricia A. Stauffer, 2961 W. County Road 225 S. Greencastle, IN 46135.

ARTICLE XI

Directors

The exact number of Directors of the Association shall be specified in or fixed in accordance with the Bylaws of the Association (the "Bylaws") at a number no smaller than three (3).

The Directors of the Association shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, selection, rights, and responsibilities of the Directors shall be as laid forth in the Bylaws of the Association.

Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

ARTICLE XII

Regulation of Corporate Affairs

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

- A. **No Inurement.** None of the Association's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Association 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.
- B. **Not a Private Foundation; Contingencies.** Notwithstanding any other provision of these Articles, at any time the Association is deemed a "private foundation" described in Code § 509(a), the Association shall not:
 1. Engage in any act of self-dealing as defined in Code § 4941(d);
 2. Retain any excess business holdings as defined in Code § 4943(c);
 3. Make any investment in such manner as to subject the Association to tax under Code § 4944; or
 4. Make any taxable expenditure as defined in Code § 4945(d).
- C. **Charitable Status.** Neither the Directors nor the Association shall have the power or authority to do any act that will prevent the Association from being a charity described in Code §§ 501(c)(3) and 509.
- D. **Not an Action Association; No Political Intervention.** Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Association shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Association 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.

- E. **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 Association.
- F. **Amendments to Articles and Bylaws.** The power to make, alter, amend, and repeal the Association's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.
- G. **Liability.** No officer, director, Member, or employee of the Association shall be liable for any of the Association's debts or obligations.
- H. **Reliance.** All parties dealing with the Association shall have the right to rely upon any action taken by the Association pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Association's Articles, Bylaws, and applicable law.

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

This instrument was prepared by Zachary S. Kester, Attorney at Law, Charitable Allies Inc., 47 S. Meridian Street, Suite 200, Indianapolis IN 46204-3557.

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Patricia A. Stauffer, agree to be the registered agent for Association for Practical and Professional Ethics Incorporated as appointed herein.

Patricia A. Stauffer

Patricia A. Stauffer, Registered Agent

Date: March 6, 2019