

RESOLUTION NO.

12-26-94

A RESOLUTION APPROVING QUAD TOWN SAFETY VILLAGE, INC.
AND AUTHORIZING TOWN COUNCIL PRESIDENT
TO ACT AS INCORPORATOR OF QUAD TOWN SAFETY VILLAGE, INC.

WHEREAS, Quad Town Safety Village is a concept which will be of great benefit for the Town of St. John;

WHEREAS, Quad Town Safety Village is worthy of the wholehearted support of Town of St. John; and

WHEREAS, the incorporation of the Quad Town Safety Village as an Indiana nonprofit corporation and subsequent obtaining of tax exempt status under the laws of the State of Indiana and the United States of America will be of financial benefit to the citizens of the Town of St. John in that organizing the Quad Town Safety Village in this way will facilitate gifts, legacies, bequests, and devises from the private sector which will decrease the amount of tax money required to organize and maintain the Quad Town Safety Village;

NOW, THEREFORE, BE IT RESOLVED by the Town Council of the Town of St. John, Lake County, Indiana as follows:

1. The organization of the Quad Town Safety Village into an Indiana nonprofit corporation called Quad Town Safety Village, Inc. is hereby approved.

2. The proposed Articles of Incorporation of Quad Town Safety Village, Inc. which are attached to and made a part of this Resolution are approved in all respects.

3. Carl Brown as president of the St. John Town Council, is hereby authorized, empowered and directed to execute the proposed Articles of Incorporation of Quad Town Safety Village, Inc. as an incorporator thereof.

DATED THIS 26th DAY OF December, 1994.

ST. JOHN TOWN COUNCIL

AYES

NAYS

Carl Brown
[Signature]
[Signature]

Attest:

Judith A. Companik
Clerk-Treasurer

ARTICLES OF INCORPORATION
OF
QUAD TOWN SAFETY VILLAGE, INC.

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

ARTICLE I

Name and Designation

The name of the Corporation is QUAD TOWN SAFETY VILLAGE, INC. This Corporation is a public benefit corporation.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

a. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes all as more specifically provided herein.

b. To solicit, receive, hold, invest, reinvest, and administer gifts, legacies, bequests, devises, funds, benefits of trusts, (but not act as trustee of any trust), and property of any nature, without limitation as to amount or value, and to use, apply, employ, expend, disburse, and/or donate the income and/or principal thereof.

c. Except as otherwise limited by the provisions of these Articles of Incorporation, the Corporation shall have, exercise, and enjoy all the general rights, privileges, and powers granted to corporations by the Indiana Nonprofit Corporation Act, as now or hereafter amended, and shall have, exercise, and enjoy all the rights, attributes, and powers of corporations under the common law except as expressly limited by the aforesaid Act. Provided, that this Corporation shall not exercise any rights, privileges, or powers which would prejudice or impair its tax-exempt status.

d. The aforesaid rights, powers, and privileges may be exercised directly or indirectly, either alone or in conjunction with others whether such others are persons, organizations of any sort or nature, such as firms, associations, trusts, syndicates, institutions, agencies, corporations or governmental bureaus, departments or agencies, for purposes of providing support to

organizations operating exclusively for charitable, educational and religious or scientific purposes and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is:

George Georgeff, 3333 Ridge Road, Highland, IN 46322

Section 2. Principal Office. The post office address of the principal office of the Corporation is:

3333 Ridge Road, Highland, IN 46322

ARTICLE V

Membership

A minimum of three (3) persons shall have signed the membership list.

Section 1. Classes: The Corporation shall have one (1) class of members.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes: The Board of Directors of the Corporation may, by resolution, determine and state the rights, preferences, limitations and restrictions of the members.

Section 3. Voting Rights of Classes: Each member shall be entitled to one vote on each matter submitted to the membership of the Corporation.

ARTICLE VI

Directors

Section 1. Number of Directors: The initial Board of Directors is composed of 12 members. If the exact number of Directors is not stated, the minimum number shall be 12, and the maximum number shall be 12.

Section 2. Names and Post Office Addresses of the Initial Board of Directors are:

NAME	NUMBER AND STREET	CITY	STATE	ZIP CODE
Diane Van Noort	8630 Magnolia	St. John	IN	46373
Bill Kennedy	7024 Olcott	Hammond	IN	46320
Georgene Resney	10641 Thielen St.	St. John	IN	46373
Konnie Kuiper	9039 Kleinman Road	Highland	IN	46322
William Timmer	3629 Highway Ave.	Highland	IN	46322
Paul Doherty	2929 Condit St.	Highland	IN	46322
Edward Altgilbers	110 Lilac Drive	Dyer	IN	46311
Debbie Astor	945 Hanover Lane	Dyer	IN	46311
Dean Conner	8300 Patterson	St. John	IN	46373
Edward Kaeser	7181 West 82nd Ct.	Crown Point	IN	46307
Dana Vozar	315 Nottingham Lane	Schererville	IN	46375
Karen Kolosiwsky	1942 Huppenthal Dr.	Schererville	IN	46375

Section 3. Each member of the Corporation shall be a member of the Board of Directors.

ARTICLE VII

Incorporator(s)

Section 1. Names and Post Office Addresses of the incorporator of the Corporation is as follows:

NAME	NUMBER AND STREET	CITY	STATE	ZIP CODE
Catherine Koschal	One Town Square	Dyer	IN	46311
Tom Kouros	833 W. Lincoln Hwy.	Schererville	IN	46375
Carl Brown	11033 W. 93rd Ave.	St. John	IN	46373
George Georgeff	3333 Ridge Road	Highland	IN	46322

ARTICLE VIII

Statement of Property

A statement of the property, and an estimate of the value thereof, to be taken over by the Corporation at or upon its incorporation are as follows: There is no property to be taken over by the Corporation at or upon its incorporation.

ARTICLE IX

Provisions for Regulation and Conduct Of the Affairs of Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting, or regulating the powers of the Corporation, the directors or the members of any class or classes of members are as follows:

- A) The regulation of business and conduct of affairs of the Corporation shall be governed by the By-Laws of the Corporation.
- B) Meetings of members and meetings of the Board of Directors of the Corporation shall be held at such place, either within or without the State of Indiana, as shall be specified in the respective call, notices, or waivers of notice thereof.
- C) The membership of the Corporation shall be as follows:
 - 1. Three (3) members shall be appointed by the Town of Dyer, Indiana.
 - 2. Three (3) members shall be appointed by the Town of Highland, Indiana.
 - 3. Three (3) members shall be appointed by the Town of St. John, Indiana.
 - 4. Three (3) members shall be appointed by the Town of Schererville, Indiana.

The terms of all members shall continue indefinitely until resignation or termination. Each member may be terminated from membership only by the Town which appointed that member. Each Town shall retain the power to terminate with or without cause the membership of any member appointed by that Town.

- D) The Corporation shall not be conducted or operated for profit and no part of the net earnings shall inure to the benefit of any member, director, or officer or individual, nor shall any of such net earnings, or of the property or assets of the Corporation be used otherwise than for charitable purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate in, or intervene in, and political campaign on behalf of any candidate for public office.
- E) Notwithstanding any other provision of this Article, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- F) In the event of liquidation, dissolution, or winding up of the Corporation whether voluntary or involuntary or whether by operation of law, none of the property of the Corporation nor the proceeds thereof, nor any other assets of the Corporation shall be distributed to or divided among any of the members of the Corporation, but shall be transferred by said Corporation to any religious, educational, charitable, or scientific organization whose purpose is substantially the same as the purpose of this Corporation and which shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes stated herein.
- G) In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed and each such individual may be paid such compensation for his services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Corporation. No individual shall be precluded from taking such employment and compensation by reason of the fact that he is a member, director, or officer of the Corporation.
- H) The Corporation shall assume indemnification responsibilities according to the following procedures:

1. Any person made a party to or involved in any litigation (which terms shall include any actual or threatened civil, criminal or administrative action, arbitration proceeding, claim, suit, proceeding or appeals therefrom) by reason of that fact that he at any time was or is a member of the Executive Committee, a member of any other committees or subcommittees, or an officer of the Corporation, or by reason of the fact that, at the request of the Corporation, he served or is serving as a Trustee or an officer of any affiliated not-for-profit corporation, or as a member of an Executive Committee or any other committee or subcommittee, thereof, shall (to the fullest extent permitted by law) be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him arising out of or in connection with such litigation, except in relation to matters as to which (i) it shall be finally adjudged in such litigation that such person breached his duty to the Corporation, or (ii) such person failed to act in good faith for the purpose which he reasonably believed to be in the best interest of the Corporation, or (iii) in the case of criminal litigation such person had reasonable cause to believe that his conduct was unlawful.

2. Except where a person has been successful on the merits with respect to such litigation, any indemnification hereunder shall be made only after (i) the Executive Committee (acting by a quorum consisting of members who were not involved in such litigation) determines that such person met the applicable indemnification standard set forth in paragraph (1.) above; or (ii) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that such person or persons met the applicable indemnification standard set forth in paragraph (1.) above.

3. The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled, or of any other indemnification which may lawfully be granted to any person in addition to the indemnification provided hereunder. Indemnification provided hereunder shall, in the case of the death of the person entitled to indemnification, inure to the benefit of his heirs, executors or other lawful representatives.

The undersigned, being one or more person, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above named Corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, I (we) the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 26th day of December, 1994.

Carl Brown

(Written Signature)

CARL BROWN

(Printed Signature)

THIS INSTRUMENT PREPARED BY: JOHN M. SEDIA, Attorney at Law #237-45
2633 - 45th Street
Highland, IN 46322
(219) 924-0770