

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE PANHANDLE PATHWAY, INC.

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

ARTICLE I

Name

The name of the Corporation is: Friends of the Panhandle Pathway, Inc.

ARTICLE II

Type of Corporation

The Corporation is a public benefit corporation.

ARTICLE III

Purposes and Powers

Section 3.1. General Purpose. The Corporation is organized primarily for the purpose of acquiring, altering, renovating and managing a site or sites appropriate for public pathways including abandoned or unused former railroad rights of way in and through Pulaski and Cass Counties, Indiana and throughout northern Indiana, for the benefit of the public at large, or any other lawful purpose, entirely without profit to the Corporation, its officers, Managers and members.

Section 3.2. Nonprofit Purposes.

(a) The Corporation is organized exclusively for the promotion of social welfare, charitable, educational and scientific and other exempt purposes under section 501(c)(3) of the Internal Revenue Code for the public at large, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and for not-for-profit purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

(c) No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office

(d) Notwithstanding any other provision of these Articles of Incorporation the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code or exercise any power or authority in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.

Section 3.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable, or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conclusive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law.

(b) To have, exercise, and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges, and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

ARTICLE IV

Distribution of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation 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 the State of Indiana, or a local government, for a public purpose. 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 Corporation 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 V

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

Section 6.1. Registered Office. The street address of the Corporation's initial registered office is the Friends of the Panhandle Pathway, Inc., 623 W. 11th Street, P.O. Box 315, Winamac, Pulaski County, Indiana 46996.

Section 6.2. Registered Agent. The name of the Corporation's registered agent at the registered office is Ronald D. Simhauser, 3267 E. 225 S. Street, Winamac, Indiana 46996.

ARTICLE VII

Members

Section 7.1. Members. The Corporation will have members. Members shall be admitted in accordance with the criteria or procedures established in the Bylaws.

Section 7.2. One Class. There shall be only one class of members of the Corporation, who shall elect the Directors of the Corporation (other than the initial Directors who shall serve until the first annual meeting of members at which their successors are elected).

Section 7.3 Rights, Preferences, Limitations and Restrictions. All members shall have the same rights, preferences, limitations and restrictions.

Section 7.4. Voting Rights. Each member of the Corporation shall have the right to vote at each meeting of members and shall be entitled to only one vote, and no more, on each matter submitted to a vote of the members at any such meeting.

Section 7.5 Termination of Membership. Membership may be terminated by resignation, surrender membership certificate, or by removal by majority vote of the Board of Directors with or without cause.

ARTICLE VIII

Board of Directors.

Section 8.1. Number. The initial Board of Directors shall consist of four (4) directors. The exact number of directors shall be specified from time to time in the Bylaws of the Corporation. The minimum number of directors so specified shall be three (3) and the maximum

number shall be seven (7). Whenever the Bylaws do not specify the number of directors, the number shall be five (5).

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

Section 8.3. Removal. Any director may be removed, with or without cause, by the Board of Directors whenever a majority of such Board shall vote in favor of such removal.

Section 8.4. Initial Board of Directors. The names and address of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Tom Anspach	2367 E. 100 N., Winamac, IN 46996
John A. Bawcum	14 Oak Tree Circle, Winamac, IN 46996
Michael D. O'Connor	501 S. Huddleston Road, Winamac, IN 46996
Ronald D. Simhauser	3269 E. 225 S., Winamac, IN 46996

ARTICLE IX **Powers of Directors**

Section 9.1. Powers of Board of Directors. Subject to any limitations or restrictions imposed by the Act, any other law, or these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purpose for which the Corporation was organized as stated in Article III hereof, the powers of the Corporation, without limiting the generality of the foregoing, the power (a) to acquire land suitable for such purposes, (b) to incur the expenses of and to contract for the construction, renovation, expansion and equipment of a such pathways, © to incur indebtedness of the Corporation for the purpose of providing funds for the acquisition, construction, renovation, and modification of suitable lands for the purposes of the Corporation, and (d) to take any and all other action and proceedings necessary to carry out the purposes of the Corporation. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the foregoing provisions.

Section 9.2. The Board of Directors may, from time to time, adopt a resolution that designates an individual to exercise some or all the powers that would otherwise be exercised by the Board of Directors.

ARTICLE X **Name and Address of Incorporator**

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
John A. Bawcum	14 Oak Tree Circle, Winamac, IN 46996

ARTICLE XI
Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Section 11.1. Place of Meetings. Annual, regular, and special meetings of the membership and meetings of the Board of Directors of the Corporation shall be held at such places, either within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the Bylaws of the Corporation or by law.

Section 11.2. Bylaws. The Board of Directors of the Corporation shall have the power to adopt the Bylaws of the Corporation, which may contain other provisions consistent with the laws of the State of Indian, for the regulation and management of the affairs of the Corporation. The Board of Directors shall have the power to amend or repeal the Bylaws.

Section 11.3. Corporate Seal. The Corporation shall have a corporate seal the form of which shall be determined by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporators execute these Articles of Incorporation and verify subject to penalties for perjury that the facts contained herein are true.

Dated this 4th day of October, 2007.

John A. Bawcum, Incorporator