More Information

<u>Name Searched On:</u> RENEW INDIANAPOLIS (Legal)

Current Information

Entity Legal Name: RENEW INDIANAPOLIS INC.

Entity Address: 202 E MARKET ST, INDIANAPOLIS, IN 46204

General Entity Information:

<u>Control Number</u>: 2010063000279 <u>Status</u>: Active <u>Entity Type</u>: Non-Profit Domestic Corporation

Entity Creation Date: 6/28/2010 Entity Date to Expire: Entity Inactive Date:

This entity is current with Business Entity Report(s).

There are no other names on file for this Entity.

<u>Registered Agent(name, address, city</u>, <u>state</u>, zip): KATY J BRETT 202 E MARKET ST INDIANAPOLIS , IN 46204

<u>Principals</u>(name, address, <u>city</u>, <u>state</u>, zip - when provided) FRANK HAGAMAN Incorporator 2811 E 10TH ST STE D

INDIANAPOLIS, IN 46201

TARA SEELEY President 615 N ALABAMA ST #119 INDIANAPOLIS , IN 46204

Transactions:

Date Filed	Effective Date	Туре
06/28/2010	06/28/2010	Articles of Incorporation
10/16/2013	10/16/2013	Administrative Dissolution
11/14/2013	11/14/2013	Articles of Reinstatement
11/15/2013	11/15/2013	Articles of Amendment

Corporate Reports:

More Information

Years Paid 2011 2012 2013

Years Due None

Additional Services Available:

Generate an official Certificate of Existence/Authorization.
 There is a fee of 20.00 for <i>IN.gov</i> subscribers and a fee of \$21.42 for credit card users.
Example Certificate

NEW SEARCH

All the entity information captured by the Indiana Secretary of State, pursuant to law, is displayed on the Internet. For further information, please call our office at 317-232-6576. Copies of actual corporate documents can also be <u>downloaded online</u>.

If you encounter technical difficulties while using these services, please contact the *IN.gov* <u>Webmaster</u>. If you are unable to find the information you need through the resources provided on this web site, please contact Secretary of State Connie Lawson's Business Services Division at 317-232-6576.

« Back to the SOS Web site

NOL2 RA PEORFLARY OF STATE RECEIVED

ARTICLES OF INCORPORATION

2010 JUN 28 PH 1:25

OF

THE LAND BANK OF INDIANAPOLIS, INC.

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

<u>ARTICLE I</u>

<u>NAME</u>

The name of the Corporation is The Land Bank of Indianapolis, Inc. (hereinafter referred to as the ("Corporation").

ARTICLE II TYPE OF CORPORATION

The Corporation shall be a public benefit corporation.

ARTICLE III PURPOSES AND POWERS



Section 3.01 Purposes. This Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, the Corporation's purposes shall include the following specific and primary purposes, without limitation, and may be undertaken whether the Corporation acts independently or collaboratively with public and private entities and government agencies:

1. To develop strategies and implement plans that halt the spread of urban blight that may result from the proliferation of vacant, abandoned and unsafe structures, environmental deficiencies or hazards, or deteriorating infrastructure in Marion County, Indiana; 2. To acquire, own, hold, convey, sell, lease, rehabilitate, maintain, protect, insure, develop, demolish, deconstruct, or remove real property;

 To investigate, mitigate or remediate environmental contamination as well as unhealthy or unsanitary conditions which may affect, threaten or exist on real property;
 To assist with the redevelopment of property where normal development and occupancy are undesirable or impossible because of the lack of development, the cessation of growth, deteriorated or deteriorating improvements, environmental contamination, the character of occupancy, density, age or obsolescence, substandard structures, traffic hazards, or other factors that impair values or prevent a normal use or development of property;

5. To provide land for needed public facilities;

6. To prepare sites and to construct or facilitate the construction of improvements, such as public ways and utility connections;

7. To construct or facilitate the construction of buildings or facilities for residential, commercial, industrial, public, or other uses.

Section 3.02. Powers. This Corporation shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are: (a) in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and (b) in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and (b) in furtherance of activities permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation set forth in this Article III, Section 3.01.

ARTICLE IV REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the Registered Agent in charge of the Corporation's principal office is: Frank Hagaman, Partners in Housing, 2811 East 10th Street, Suite D, Indianapolis,

Indiana 46201. The post office address of the principal office of the Corporation is 2811 East 10th Street, Suite D, Indianapolis, Indiana 46201.

ARTICLE V MEMBERSHIP

The Corporation will not have members.

ARTICLE VI INCORPORATOR

The name and address of the incorporator is: Frank Hagaman, 2811 East 10th Street, Suite D, Indianapolis, Indiana 46201.

ARTICLE VII TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII BOARD OF DIRECTORS

Section 8.01. Authority of the Board. The control and management of the property, affairs, business, and activities of the Corporation shall be vested in the Board of Directors as provided in the Bylaws of the Corporation. The Board of Directors shall possess and may exercise all the powers and authority granted to the Corporation by the Act, by these Articles of Incorporation or by the Bylaws of the Corporation, as now or hereafter in effect.

Section 8.02. Number, Election, and Removal of Directors. The Directors of the Corporation shall be appointed, elected, removed, and hold office as specifically provided in the Bylaws of the Corporation.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9.01. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorney's fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, Officer, employee or agent of this Corporation.

Section 9.02. Indemnification Not Exclusive. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled.

<u>Section 9.03.</u> <u>Insurance.</u> The Board of Directors shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, Officers, employees, and other agents, against any liability asserted against or incurred by such persons, such capacity or arising out of the person's status as such.

ARTICLE X PROVISIONS FOR THE REGULATION OF THE AFFAIRS OF THE CORPORATION

<u>Section 10.01.</u> <u>Prohibition of Distribution to Private Persons.</u> No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, agents or any other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article III of these Articles of Incorporation.

<u>Section10.02.</u> Prohibition of Legislative and Political Activity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 10.03. Prohibition of Activities Not Permitted by Exempt Organizations.

Neither the Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

<u>Section 10.04</u> <u>Director Liability</u>. No Director of the Corporation shall be liable for any of its obligations.

Section 10.05. Limitations Relating to Private Foundations. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Section 4942 of the Code. Further, notwithstanding any other provision of these Articles of Incorporation, at any time the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall not: (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE XI Effective Date: 06/28 AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act. The Articles of Incorporation may be amended only upon the affirmative vote of a simple majority of the actual number of Directors then in office at any regular or special meeting of the Board subject to the notice and quorum provisions set forth in the Corporation's Bylaws. The meeting notice must state that the purpose of the meeting is to consider proposed amendment(s), and include a copy of the proposed amendment which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deductions under Section 170(c)(2) of the Code.

<u>ARTICLE XII</u> <u>DISTRIBUTION OF ASSETS ON DISSOLUTION</u> <u>OR FINAL LIQUIDATION</u>

The property of the Corporation is irrevocably dedicated to charitable, educational and scientific purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director or Officer thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I affirm under the penalties for perjury that the above and foregoing representations are true and correct to the best of my knowledge and belief.

Tank Hagaman, Incorporator

State of Indiana Office of the Secretary of State

CERTIFICATE OF INCORPORATION

of

THE LAND BANK OF INDIANAPOLIS, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic 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 Nonprofit Corporation Act of 1991.

Indiana Secretary of State Packet: 2010063000279 Filing Date: 06/28/2010 Effective Date: 06/28/2010

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, June 28, 2010.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 28, 2010.

) ost (Latit

TODD ROKITA, SECRETARY OF STATE

2010063 000279 / 2010063009863

INDIANA BUSINESS ENTITY REPORT

Indiana Secretary of State

6/16/2011 10:59:11 AM

Filer Name TARA SEELEY

Filer Title SECRETARY

Years Filed

2011

Entity name and current principal office address

THE LAND BANK OF INDIANAPOLIS, INC. 1035 SANDERS STREET #202 INDIANAPOLIS, IN 46203

Entity Creation Date

6/28/2010

Domicile State

Entity Type

NON-PROFIT DOMESTIC CORPORATION

Current registered agent and registered address

FRANK HAGAMAN 1035 SANDERS STREET #202 INDIANAPOLIS, IN 46203

Current principal(s) and address(es)

SECRETARY

TARA SEELEY CENTRAL INDIANA COMMUNITY FOUNDATION 1615 NORTH ALABAMA ST 119 INDIANAPOLIS, IN 46204

Page: 1 of 1

	Pack Filing	na Secretary of State et: 2010063000279 Date: 11/14/2013 tive Date: 11/14/2013		Ŵ
	APPLICATION FOR RI State Form 4160 (R13 / 6-12) Approved by State Board of Account Indiana Code 23-1-46-3 (for profit co	s, 2007	13 NOV 14	CONNIE LAWSON SECRETARY OF STATE BUSINESS SERVICES DIVISION 1302 Wrusshington St., Room E018
NOTE: THI	Indiana Code 23-17-23-3 (for not-for	profit corporation)	ICATE OF CLEARANCE	Telephone: (317) 232-6576 Make check or money order
INSTRUCTIO	 Certificate of Clearance Corporate Reports and log onto the web site at y a. Up to and including Annual Report fe Beginning with 199 Biennial Report fe Corporations incorp Corporations incorp Corporations incorp C. Nonprofit corporations Nonprofit corporations Reinstatement filing fe 	e: Issued by the Indiana Departm Fees: Please call our information <u>www.sos.in.gov.</u> 1995, Annual Reports filed every e \$15.00 5, Biennial Reports filed every two	n line at 317-232-6576 to lea year. o (2) years. even year. odd year. t. wort fee.	rn what reports are due or APPROVEL FILED Converse ND. SECRETARY OF S
Name of corpo	^{ation} Bank of Indianapolis, Inc.	SECTION I - CORPOR	ATE INFORMATION	Date of incorporation (<i>month, day, year</i>) June 28, 2010
October 1				CTOR
	The undersigned, being at lea says: A. that the grounds for	dissolution did not exist or hav	s or a director of the abo ve been eliminated, and;	ve-named corporation deposes and 23-1-23-1, or Indiana Code
	The undersigned, being at lea says: A. that the grounds for	ist one of the principal officer dissolution did not exist or hav n's name satisfies the requir	s or a director of the abo re been eliminated, and; ements of Indiana Code	23-1-23-1, or Indiana Code entof
	The undersigned, being at leasays: A. that the grounds for B. that the Corporation 23-17-5-1. N WITNESS WHEREOF, the	ist one of the principal officer dissolution did not exist or hav n's name satisfies the requir undersigned being the his application and verifies,	s or a director of the abo re been eliminated, and; ements of Indiana Code Presid Tit subject to penalties of	23-1-23-1, or Indiana Code entof

	Indiana Department o Certificate of Clo for Reinstate	earance		
AD-190	Indiana Secretary of State Packet: 2010063000279	13 NOV 14 AM 11:58		
State Form #50111 (R8 5-12)	Filing Date: 11/14/2013 Effective Date: 11/14/2013	Federal ID#		
THE LAND BANK OF INDIANAPOLIS, INC. THE PLATFORM 202 E MARKET STREET INDIANAPOLIS, IN 46204		800619587 TID#		

The corporation named above has filed with the Department of State Revenue an affidavit, Form AD-19, disclosing that the corporation is applying for a Cerificate of Reinstatement from the Secretary of State, and requesting a Cerificate of Clearance from this Department stating all taxes and fees owed by the corporation have been paid.

An examination of the corporation's existing accounts for listed taxes and fees required to be administered or collected by the Department has determined that all taxes, fees, interest, and penalties due have been paid or satisfied. Execution of this document does not preclude the Department from future examination and adjustment of the corporation's Indiana tax accounts for any period.

This Certificate of Clearance shall be null and void sixty (60) days after its date of issue.

Ville

Michael J. Alley, Commissioner Indiana Department of Revenue

Paul Leiter, Processing Manager Tax Administration

ame?

Instructions to the corporation:

Business Services Division

This notice is the signed original. You are to include this certification along with the other documents constituting your **Application for Reinstatement** (SF4160). Do Not Mail this certificate separately to the Secretary of State unless you are so directed.

State of Indiana Office of the Secretary of State

CERTIFICATE OF REINSTATEMENT

of

THE LAND BANK OF INDIANAPOLIS, INC.

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Reinstatement of the above Non-Profit Domestic 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 Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, November 14, 2013.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 14, 2013.

Corrie Jamon

CONNIE LAWSON, SECRETARY OF STATE

2010063 000279 / 2013111566724

	ndiana Secretary of State Packet: 2010063000279
	Filing Date: 11/14/2013
INDIANA BUSINESS ENTITY REP State Form 48725 (R5 / 4-12)	BUSINESS SERVICES DIVISION
Approved by State Board of Accounts, 2009	302 W. Washington Street, Room E018 Indianapolis, Indiana 46204 Telephone: (317) 232-6576
3. File report online with a credit card. Refe	
Current entity name and principal office address (number and street, city, st	SECTION A ate, and ZIP code) Please make any changes to address here. *
The Land Bank of Indianapolis, Inc. 1035 Sanders Street #202 Indianapolis, IN 46203	The Land Bank of Indianapolis, Inc. The Platform 202 E. Market Street Indianapolis, IN 46204 Concest AND FILED MD. SECRETARY OF STATE
	Consist of STATE
	ND. SECRETANT
* Entity name can not be changed on this report.	SECTION B
Current filing year	Past filing years reported on this form
2013	2011, 2012
Date of incorporation / qualification / formation (month, day, year) 06/28/10	SECTION C State of domicile
(Please check th	SECTION D ne appropriate type for your corporate entity.)
Business Corporation Professional Corporation	Vonprofit Corporation Ag Coop Limited Liability Company
	SECTION E
Current registered agent and registered address **	Please make changes to agent and address here.
Frank Hagaman, President 2811 E. 10th Street Indianapolis, IN 46201	Katy J. Brett, Executive Director The Platform 202 E. Market Street
or	Indianapolis, IN 46204
1035 Sanders Street, #202 Indianapolis, IN 46203	
** P.O. box is not an acceptable address unless accompanied	by a rural route number
	SECTION F
Current President or highest officer and address (number and street, city, sta	ate, and ZIP code) Please make changes to officer and address here.
Frank Hagaman, President 2811 E. 10th Street Indianapolis, IN 46201	Tara Seeley, President 615 N Alabama Street, #119 Indianapolis, IN 46204
Current Secretary or other officer and address (number and street, city, stat	
NA	NA

Page 1 of 2

Indiana Secretary of State Packet: 2010063000279 Filing Date: 11/14/2013

Name of Director	Street Address (number and street)	City	State	ZIP Code
Tara Seeley, President	CICF, 615 N Alabama St., #119	Indianapolis	IN	46204
William (Bill) Taft, Vice President	LISC, The Platform, 202 E. Market Street	Indianapolis	IN	46204
Mark Young, Treasurer	6824 Bluffgrove Ct.	Indianapolis	IN	46278
see attached for full list				
				-

(This must be signed by a corporate officer, chairman of the board, registered agent, certified public account an attorney employed by the entity or by a member of manager of the LLC.)

This document is signed under the penalties of perjury. (Check the fee schedule on the reverse side of this form)

Signature

Date of signature (month, day, year) 11 13/2013

FEE SCHEDULE

DOMESTIC CORPORATIONS

All Indiana / domestic corporations must file a biennial report with the Secretary of State. The fee is \$30.00 for a two-year registration. The report is due in the anniversary month of incorporation. Corporations incorporated in an even year must file every even year beginning in 1996. Corporations incorporated in an odd year must file every odd year beginning in 1997. For all domestic corporations any reports due prior to 1996 were filed on an annual basis with a fee of \$15.00 per year.

FOREIGN CORPORATIONS

All foreign (*non-Indiana*) corporations must file a biennial report with the Secretary of State. The fee is \$30.00 for a two-year registration. The report is due in the anniversary month of qualification in Indiana. Corporations qualified in an odd year must file every odd year beginning in 1997. Corporations qualified in an even year must file every even year beginning in 1998. For all foreign corporations any reports due prior to 1997 were filed on an annual basis with a fee of \$15.00.

LIMITED LIABILITY COMPANIES (domestic and foreign)

All limited liability companies (LLC) must file a biennial report with the Secretary of State. The fee is \$30.00 for a two-year registration. The report is due in the anniversary month of organization or qualification in Indiana. LLCs organized in an odd year must file every odd year beginning in 1997. LLCs qualified in an even year must file every even year beginning in 1998. For all LLCs any reports due prior to 1997 were filed on an annual basis with a fee of \$15.00.

NONPROFIT CORPORATIONS

All nonprofit corporations (domestic and foreign) must file annual reports in the anniversary month of incorporation. The filing fee is \$10.00 per year.

LIMITED LIABILITY PARTNERSHIPS AND LIMITED PARTNERSHIPS

These entities do not file corporate reports.

Page 2 of 2

The Land Bank of Indianapolis, Inc. Board of Directors

Tara Seeley, President

Central Indiana Community Foundation 615 N Alabama Street, #119 Indianapolis, IN 46204

William (Bill) Taft, Vice President

Local Initiative Support Corporation (LISC) The Platform 202 E. Market Street Indianapolis, IN 46204

Mark Young, Treasurer

Crossroads Development and Consulting Company 6824 Bluffgrove Ct. Indianapolis, IN 46278

Janine Betsey, Member

Merchants Affordable Housing Corporation 3755 E. 82nd Street, Suite 300 Indianapolis, IN 46240

Wes Janz, Member

Ball State University College of Architecture and Planning Architecture Building (AB), Room 104 Muncie, IN 47306 rectors '5 recty / 4 Å///:5g Gareth Kuhl, Member Kuhl & Grant, LLP 55 Monument Circle, Suite 201 Indianapolis, IN 46204

Jeff Miller, Member City-County Council 200 E. Washington Street, T241 Indianapolis, IN 46204

Vop Osili, Member

City-County Council 133 W. Market Street, Unit 184 Indianapolis, IN 46204

Jeff Roeder, Member

City of Indianapolis Department of Metropolitan Development Deputy Director 200 E. Washington Street, Suite 2042 Indianapolis, IN 46204

State of Indiana Office of the Secretary of State

CERTIFICATE OF AMENDMENT

of

THE LAND BANK OF INDIANAPOLIS, INC.

I. Connie Lawson. Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation has 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 Nonprofit Corporation Act of 1991.

The name following said transaction will be:

RENEW INDIANAPOLIS INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, November 15, 2013.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 15, 2013

Corrie Lawson

CONNIE LAWSON, SECRETARY OF STATE

2010063000279 / 2013111500614

APPROVED AND FILED CONNIE LAWSON INDIANA SECRETARY OF STATE 11/15/2013 3:35 PM

ARTICLES OF AMENDMENT

Formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

ENTITY NAME

THE LAND BANK OF INDIANAPOLIS, INC.

The name following said transaction will be: RENEW INDIANAPOLIS INC.

Creation Date: 6/28/2010

202 E MARKET ST, INDIANAPOLIS, IN 46204

REGISTERED OFFICE AND AGENT

KATY J BRETT 202 E MARKET ST, INDIANAPOLIS, IN 46204

OFFICERS AND BOARD OF DIRECTORS

TARA SEELEY President 615 N ALABAMA ST #119, INDIANAPOLIS, IN 46204

GENERAL INFORMATION

Adoption Date: 8/1/2013 Effective Date: 11/15/2013 Electronic Signature: KATY J. BRETT Signator's Title: EXECUTIVE DIRECTOR

Control Number 2010063000279 / DCN 2013111566948

MANNER AND ADOPTION OF VOTE

Unanimous written consent executed on the following date and signed by all members entitled to vote:

8/1/2013