

RESOLUTION NO. 2016-29

RESOLUTION OF THE BOARD OF COMMISSIONERS OF HENDRICKS
COUNTY, INDIANA APPROVING THE ARTICLES OF AMENDMENT FOR THE
HENDRICKS COUNTY BUILDING FACILITIES CORPORATION

WHEREAS, the Hendricks County Building Facilities Corporation (the "Corporation") was established on November 24, 2004, as a nonprofit corporation operating pursuant to the provisions of the Indiana Nonprofit Act of 1991, as amended, and Indiana Code 23-17 (the "Act"); and

WHEREAS, on August 24, 2016, the Board of Directors of the Corporation adopted a resolution approving Articles of Amendment (the "Articles of Amendment") to the Articles of Incorporation (the "Articles of Incorporation") of the Corporation; and

WHEREAS, Section 6.04 of the Articles of Incorporation provides that any amendments to the Articles of Incorporation are subject to approval in writing by a majority of the members of the Board of Commissioners of Hendricks County, Indiana (the "Board").

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF HENDRICKS COUNTY, INDIANA, RESOLVES THE FOLLOWING:

Section 1. The Board hereby approves the Articles of Amendment, in the form attached hereto. Any officer of the Board is hereby authorized and directed, in the name and on behalf of the Board, to execute and deliver the Articles of Amendment and take such actions as such member deems necessary or desirable to effect the foregoing resolution.

Section 2. This Resolution shall be in full force and effect from and after its adoption by the Board.

Adopted this 13th day of September, 2016.

BOARD OF COMMISSIONERS OF
HENDRICKS COUNTY, INDIANA

Bob Coetz
President

Phyllis A. Palmer
Commissioner

[Signature]
Commissioner

ATTEST:

Cinda Kattan
County Auditor

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
HENDRICKS COUNTY BUILDING FACILITIES CORPORATION

Hendricks County Building Facilities Corporation (the "Corporation"), existing, pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, Indiana Code 23-7 (the "Act"), and desiring to give notice of corporate action effectuating the amendment of its Articles of Incorporation, sets forth the following facts:

ARTICLE I

Amendment

Section 1. The name of the Corporation is Hendricks County Building Facilities Corporation, which name shall not change as a result of this Amendment.

Section 2. The Corporation's date of incorporation is November 24, 2003.

Section 3. Section 2.02 of the Articles of Incorporation of the Corporation is hereby amended. The exact text of Section 2.02 of the Articles of Incorporation of the Corporation, as amended, is now as follows:

"Section 2.02. General Purpose. The Corporation is organized solely for the purpose of assisting Hendricks County, Indiana with the financing of county facilities through the acquisition and owning in fee simple of an existing county building or buildings and the land upon which such is located, the acquisition and owning in fee simple of a site or sites appropriate for a new county building or buildings, constructing and equipping a suitable county building or buildings on such site or sites, renovating or expanding an existing county building or buildings, and leasing the same to Hendricks County, Indiana, or its successor municipal corporation, collecting the rentals therefor and applying the proceeds thereof in a manner consistent with Indiana Code 36-1-10, and facilitating the financing of economic development projects and/or facilities in Hendricks County, Indiana, in a manner consistent with Indiana Code 36-7-11.9 and 36-7-12, all entirely without profit to the Corporation, its officers, directors or incorporators, other than the return of capital actually invested."

Section 4. Section 2.04 of the Articles of Incorporation of the Corporation is hereby amended. The exact text of Section 2.04 of the Articles of Incorporation, as amended, is now as follows:

"Section 2.04. Powers. In furtherance of the purposes hereinabove set forth and subject to any limitation or restriction imposed by the Act, Indiana Code 36-1-10, Indiana Code 36-7-11.9, Indiana Code 36-7-12, any other law or these Articles of Incorporation, the Corporation shall have all the general rights, privileges and powers granted to corporations by the Act."

ARTICLE II
Manner of Adoption and Vote

Section 1. Action by Directors. A majority of the Board of Directors of the Corporation adopted a written resolution approving the Articles of Amendment on August 24, 2016, and the a majority of the Board of Commissioners of Hendricks County, Indiana, adopted a written resolution approving the Articles of Amendment on September 13, 2016, in accordance with Section 6.04 of the Articles of Incorporation.

Section 2. Compliance with Legal Requirements. The manner of the adoption of the 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 Code of By-Laws of the Corporation.

[signature page follows]

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation executes these Articles of Amendment and hereby verifies, subject to penalties of perjury, that the statements contained herein are true, this 24th day of August, 2016.

HENDRICKS COUNTY BUILDING FACILITIES
CORPORATION

By: Bill Holland

Printed: BILL HOLLAND

Title: PRESIDENT

These Articles of Amendment APPROVED BY THE BOARD OF COMMISSIONERS
OF HENDRICKS COUNTY, INDIANA on this 13th day of September, 2016.

BOARD OF COMMISSIONERS OF
HENDRICKS COUNTY, INDIANA

Bob Gentry
Bob Gentry, President

Phyllis A. Palmer
Phyllis A. Palmer, Vice President

Matthew D. Whetstone
Matthew D. Whetstone, Member

ATTEST:

Cinda Kattan
Hendricks County Auditor