

AMENDED AND RESTATED ARTICLES OF INCORPORATION
of the
INDIANA STATE REFEREE COMMITTEE CORP.

The undersigned, for the purpose of forming a nonprofit corporation under *Ind. Code* § 23-17-1, *et seq.*, does hereby make and adopt the following Amended and Restated Articles of Incorporation:

ARTICLE ONE
NAME

The name of the Corporation is the Indiana State Referee Association.

ARTICLE TWO
NONPROFIT PUBLIC BENEFIT CORPORATION

The Corporation is a public benefit corporation as defined in *Ind. Code* § 23-17-2-23, as amended.

ARTICLE THREE
DURATION

The Corporation shall have perpetual existence.

ARTICLE FOUR
PURPOSE AND POWERS

The corporation is organized, and shall be operated exclusively for, the following purposes, and shall have the following powers:

- A.** The corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Code or corresponding section of any future federal tax code.
- B.** The Corporation shall have and possess all rights and powers conferred by the laws of the State of Indiana upon nonprofit corporations to the extent that such rights and powers may be exercised by organizations exempt from federal income tax.

ARTICLE FIVE LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Four hereof. No substantial part of the activities of the Corporation shall be 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. Notwithstanding any other provision of these Articles, 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, 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE SIX MEMBERS

The Corporation shall not have members.

ARTICLE SEVEN BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The composition of the Board of Directors; the manner in which such individuals are elected, and all other matters relating to the Board shall be as specified in the Bylaws.

ARTICLE EIGHT OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such other Officers as may be provided in the Bylaws. Officers shall be elected or appointed in the manner and for such term as specified in the Bylaws.

**ARTICLE NINE
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the incorporator or the Board of Directors, and may be altered, amended, or rescinded as set forth in the Bylaws.

**ARTICLE TEN
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them as provided by law.

**ARTICLE ELEVEN
INDEMNIFICATION**

The Corporation shall indemnify all Board Members, Officers, and Directors, including former Board Members, Officers and Directors, to the full extent permitted by the law of the State of Indiana.

**ARTICLE TWELVE
DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for 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. Any such assets not so disposed of shall be disposed of court of competent jurisdiction of the county in which the principal office of the corporation.

**ARTICLE THIRTEEN
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 19000 Grand Park Blvd, Suite J, Westfield Indiana, 46074 and the name of its initial Registered Agent at that address is David W Guthrie.

Amended and Restated Articles of Incorporation of the Indiana Referee Committee Corp.

Adopted as of October ** 2022

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ARTICLE FOURTEEN RESTATEMENT

These Amended and Restated Articles of Incorporation of the Indiana State Referee Committee set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended and were unanimously approved by the Board of Directors at the meeting held on October 27, 2022. These Amended and Restated Articles of Incorporation of the Indiana Referee Committee Corp. supersede the original Articles of Incorporation and all amendments thereto.