

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

CERTIFICATE OF INCORPORATION

NASHVILLE/BROWN COUNTY CONVENTION AND VISITORS BUREAU, INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above not-for-profit corporation, in the form prescribed by this Office, prepared and signed in duplicate by the Incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at this office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in this office; and that the remaining copy(ies) of such Articles bearing the endorsement of my approval and filing has (have) been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

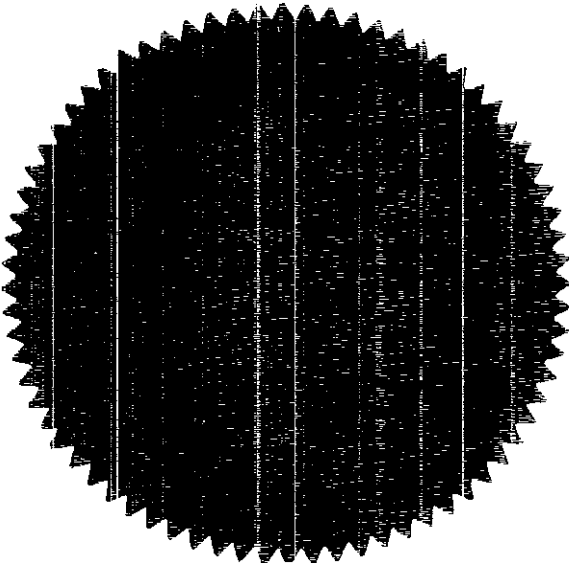
NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.

In Witness Whereof, I have hereunto set my hand and affixed  
the seal of the State of Indiana, at the City of Indianapolis, this  
26th day of

June 19 84

EDWIN J. SIMCOX, Secretary of State

By \_\_\_\_\_ Deputy



ARTICLE VIII Statement of Property and Value (if any) (continued)

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 (Can be provided for in the "By-Laws") (Any provision in this section may only be changed by amending the Articles of Incorporation.)

Section 1. The Corporation shall not engage in any activities for the profit of its members, and no part of its net earnings shall inure to the benefit of any member (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

Section 2. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 3. Upon dissolution of the Corporation, any assets remaining after payment of its debts shall be transferred to the Auditor, Brown County General Fund. No assets shall be distributed in dissolution or otherwise to any donor, incorporator, member, director, officer or employee of the Corporation.

The undersigned, being one or more persons, 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.

THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

I (we) hereby verify subject to penalties of perjury that the facts contained herein are true. (Notarization not necessary)

Written Signature <i>Nina Jo McDonald</i>	Printed Signature Nina Jo McDonald
Written Signature	Printed Signature
Written Signature	Printed Signature
Written Signature	Printed Signature

This instrument was prepared by:  
Raymond W. Gray  
Address  
P. O. Box 67, Nashville, Indiana 47448

ARTICLE VI DIRECTORS

<u>Name</u>	<u>Name and Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Carl Austin	P.O. Box 517	Nashville	Indiana	47448
Warren Cole	P.O. Box 610	Nashville	Indiana	47448
Terry Flannery	R.R. 3, Box 115	Nashville	Indiana	47448
Marilyn Fulton	P.O. Box 128	Nashville	Indiana	47448
Charles Greller	P.O. Box 187	Nashville	Indiana	47448
Gary Link	P.O. Box 26	Helmsburg	Indiana	47435
Nina Jo McDonald	R.R. 3, Box 350	Morgantown	Indiana	46160
Heather Mollo	P.O. Box 67	Nashville	Indiana	47448
Dwight Steininger	P.O. Box 365	Nashville	Indiana	47448
Nancy Williamson	P.O. Box 215	Nashville	Indiana	47448
Bill Volland	P.O. Box 122	Nashville	Indiana	47448
Lana Wrightsman	P.O. Box 548	Nashville	Indiana	47448

ARTICLE V Membership (continued)

SECTION 2 Rights, Preferences, Limitations, and Restrictions of Classes.

SECTION 3 Voting Rights of Classes:

ARTICLE VI Directors

SECTION 1 Number of Directors:

The initial Board of Directors is composed of twelve (12) members. If the exact number of directors

stated, the minimum number shall be seven (7) and the maximum number shall be twelve (12) provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

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

Name	No. and Street or Building	City	State	Zip Code
(See attached list)				

ARTICLE VII Incorporator(s)

Name(s) and Post Office Address(es) of the incorporator(s) of the Corporation is (are) as follows:

Name	No. and Street or Building	City	State	Zip Code
Nina Jo McDonald	R.R. 3, Box 350	Morgantown	Ind.	46160

ARTICLE VIII Statement of Property and Value (if any)

A statement of the property and an estimate of the value thereof to be taken over by the Corporation at or upon its incorporation is as follows:

None



ARTICLES OF INCORPORATION

State Form 4162R/Corporate Form No. 364 1 (August 1983)
Articles of Incorporation (Not for Profit)
Prescribed by Edwin J. Simcox, Secretary of State of Indiana.

Instructions: Use 8 1/2 x 11 inch paper for inserts
Present 2 executed copies to:

SECRETARY OF STATE
Room 155, State House
Indianapolis, Indiana 46204

APPROVED AND FILED JUN 26 1984

Edwin J. Simcox
SECRETARY OF STATE OF INDIANA

ANNUAL REPORTS MUST BE FILED WITH THIS OFFICE BY THE LAST DAY OF FEBRUARY OF EACH YEAR.

FILING FEE IS \$26.00

For tax exempt status, Not For Profit Corporations must qualify with both the Internal Revenue Service and the Indiana Department of Revenue.

RECORDING IS NO LONGER REQUIRED.

ARTICLES OF INCORPORATION OF

NASHVILLE/BROWN COUNTY CONVENTION AND VISITORS BUREAU, INC.

(Complete name as will be shown in Article 1)

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not For-Profit Corporation Act of 1971 (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I Name

The name of the Corporation is (The name MUST include the word "Corporation" or "Incorporated" as one of the incorporators intend:

NASHVILLE/BROWN COUNTY CONVENTION AND VISITORS BUREAU, INC.

ARTICLE II Purpose

The purposes for which the Corporation is formed are:

To promote and develop the convention and tourism resources of Brown County, Indiana, while still maintaining the unique quality of the area.

ARTICLE III Period of Existence

The period during which the Corporation shall continue is:
(The period will be perpetual unless otherwise specified)

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:

Name Nina Jo McDonald

Address (Street or building and city) R.R. 3, Box 350,

Zip Code

Morgantown

Indiana 46160

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

R.R. 3, Box 350, Morgantown,

Indiana 46160

ARTICLE V Membership

A minimum of three (3) persons shall have signed the membership list (Directors or Trustees) to constitute the membership.

There shall be but one class of Members, with equal rights (including voting rights) and privileges. Any individual, firm, corporation, enterprise, association or governmental body having interests in tourism and convention development in Brown County, Indiana shall be eligible for membership