

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056
 If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) Wabash Valley Community Foundation, Inc.		2 Employer identification number (If none, see instructions.) Application Attached
1b c/o Name (if applicable) Donald O. Springman	3 Name and telephone number of person to be contacted if additional information is needed Mr. O. Earl Elliott, CPA (812) 232-9492	
1c Address (number, street, and room or suite no.) 643 Wabash Avenue		
1d City or town, state, and ZIP code Terre Haute, IN 47807	4 Month the annual accounting period ends October	
5 Date incorporated or formed December 20, 1991	6 Activity codes (See instructions.) 429 602 408	7 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k)
8 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
9 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

10 Check the box for your type of organization. BE SURE TO ATTACH A COMPLETE COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a Corporation— Attach a copy of your Articles of Incorporation, (including amendments and restatements) showing approval by the appropriate State official; also include a copy of your bylaws.
- b Trust— Attach a copy of your Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association— Attach a copy of your Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of your bylaws.

If you are a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here ▶

..... (Signature) (Title or authority of signer) (Date)

For Paperwork Reduction Act Notice, see page 1 of the instructions.

Complete the Procedural Checklist (page 7 of the instructions) prior to filing.

Part II **Activities and Operational Information**

- 1** Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in your organizational document. Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

The Corporation is commencing operations.

The Corporation intends to solicit contributions to build a permanent endowment. The funds are to be invested and the proceeds from said investments are to be distributed to help satisfy community needs. These needs include social services, civil affairs, education, arts, culture and recreation.

The Wabash Valley Community Foundation, Inc. will operate from offices located at 643 Wabash Avenue, the former location of the Terre Haute First National Bank. The office will be initially staffed with a part-time administrator. Eventually, an executive director, accountant, and a secretary will be employed.

Solicitation of contributions, investment of contributions, distribution of proceeds and all aspects of the operation of the Corporation is the responsibility of the Board of Directors. Solicitation of contributions will not commence until our 501(c)(3) status is approved.

The total activities of the Corporation will include donating of funds to other 501(c)(3) organizations.

- 2** What are or will be the organization's sources of financial support? List in order of size.

The Corporation's principal sources of financial support will be contributions from private foundations, area businesses and citizens interested in the Corporation's objectives.

- 3** Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

The Corporation will raise funds primarily through personal visitation, selective mailings, newspaper articles, and through other tax exempt organizations.

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.

See attached attachment C.

b Annual Compensation

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c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See the specific instructions for line 4d.) Yes No
If "Yes," explain.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than 501(c)(3) organizations): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part II Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If "None," indicate "N/A."

N/A

9a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No
b Is the organization a party to any leases? Yes No
If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

10 Is the organization a membership organization? Yes No
If "Yes," complete the following:

a Describe the organization's membership requirements, and attach a schedule of membership fees and dues.
The Corporation has two classes of members: (a) the voting members of the Corporation are those persons who from time to time serve as its directors and (b) the nonvoting members are those persons who (see attachment D)
b Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

The Corporation's efforts to attract new members will include personal visitation and selective mailings.

c What benefits do (or will) your members receive in exchange for their payment of dues?

N/A

11a If the organization provides benefits, services or products, are the recipients required, or will they be required, to pay for them? N/A Yes No
If "Yes," explain how the charges are determined, and attach a copy of your current fee schedule.

b Does or will the organization limit its benefits, services or products to specific individuals or classes of individuals? N/A Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

12 Does or will the organization attempt to influence legislation? Yes No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds which it devotes or plans to devote to this activity.

13 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No
If "Yes," explain fully.

Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed? Yes No
If you answer "Yes," do not answer questions 2 through 6.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7. N/A

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- (a) Is a church, interchurch organization, local unit of a church, a convention or association of churches, or an integrated auxiliary of a church;
- (b) Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or,
- (c) Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If you do not meet any of the exceptions in question 2, do you wish to request relief from the 15-month filing requirement? N/A
 Yes No

4 If you answer "Yes" to question 3, please give your reasons for not filing this application within 15 months from the end of the month in which your organization was created or formed. (See the Instructions before completing this item.)

N/A

5 If you answer "No" to both questions 1 and 3 and do not meet any of the exceptions in question 2, your qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date you were formed? N/A
 Yes No

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date you were formed and ending with the date your Form 1023 application was received (the effective date of your section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.

N/A

Part III Technical Requirements (Continued)**7** Is the organization a private foundation?

- Yes** (Answer question 8.)
 No (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, do you claim to be a private operating foundation?

- Yes** (Complete Schedule E) N/A
 No

After answering this question, go to Part IV.

9 If you answer "No" to question 7, indicate the public charity classification you are requesting by checking the box below that most appropriately applies:**THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:**

- | | |
|---|--|
| (a) <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A). | Sections 509(a)(1) and 170(b)(1)(A)(i) |
| (b) <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B). | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| (c) <input type="checkbox"/> As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (MUST COMPLETE SCHEDULE C). | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| (d) <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| (e) <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in (a) through (d), (g), (h), or (i) (MUST COMPLETE SCHEDULE D). | Section 509(a)(3) |
| (f) <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| (g) <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1) and 170(b)(1)(A)(iv) |
| (h) <input checked="" type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| (i) <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| (j) <input type="checkbox"/> We are a publicly supported organization but are not sure whether we meet the public support test of block (h) or block (i). We would like the Internal Revenue Service to decide the proper classification. | Sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) |

If you checked one of the boxes (a) through (f) in question 9, go to question 14.
 If you checked box (g) in question 9, go to questions 11 and 12.
 If you checked box (h), (i), or (j), go to question 10.

Part III Technical Requirements (Continued)

- 10** If you checked box (h), (i), or (j) in question 9, have you completed a tax year of at least 8 months?
 Yes—Indicate whether you are requesting:
 A definitive ruling (Answer questions 11 through 14.)
 An advance ruling (Answer questions 11 and 14 and attach 2 Forms 872-C completed and signed.)
 No—You must request an advance ruling by completing and signing 2 Forms 872-C and attaching them to your application.
- 11** If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

N/A

- 12** If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and: N/A
- a** Enter 2% of line 8, column (e) of Part IV-A _____
b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount you entered on line 12a above.

- 13** If you are requesting a definitive ruling under section 509(a)(2), check here and: N/A
- a** For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person."
b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization an operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A.—Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From 12/20/91 to 10/31/92	(b) 19 FYE 10/31/93	(c) 19 FYE 10/31/94	(d) 19	
1 Gifts, grants, and contributions received (not including unusual grants—see instructions) . . .	2,100,000	1,050,000	750,000		3,900,000
2 Membership fees received . . .					
3 Gross investment income (see instructions for definition) . . .	84,000	189,000	234,000		507,000
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule) . . .					
8 Total (add lines 1 through 7) . . .	2,184,000	1,239,000	984,000		4,407,000
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513					
10 Total (add lines 8 and 9)	2,184,000	1,239,000	984,000		4,407,000
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)	2,184,000	1,239,000	984,000		4,407,000
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule) . . .	47,600	125,500	143,200		
16 Disbursements to or for benefit of members (attach schedule) . . .					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages	18,000	38,000	58,000		
19 Interest					
20 Occupancy (rent, utilities, etc.) . . .	3,000	3,200	4,200		
21 Depreciation and depletion					
22 Other (attach schedule)	15,400	22,300	28,600		
23 Total expenses (add lines 14 through 22)	84,000	189,000	234,000		
24 Excess of revenue over expenses (line 13 minus line 23)	2,100,000	1,050,000	750,000		

Part IV Financial Data (Continued)

B.—Balance Sheet (at the end of the period shown)

Current tax year
Date 10/31/92

Assets		
1	Cash . . . and temporary cash investments	2,100,000
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks (attach schedule)	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets (add lines 1 through 10)	2,100,000
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule)	
16	Total liabilities (add lines 12 through 15)	0
Fund Balances or Net Assets		
17	Total fund balances or net assets	2,100,000
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	2,100,000

If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation

ATTACHMENT A

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

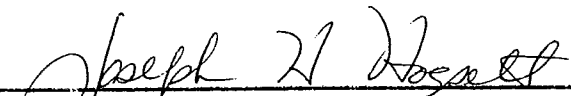
OF

WABASH VALLEY COMMUNITY FOUNDATION, INC.


I, JOSEPH H. HOGSETT, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence will begin December 20, 1991.

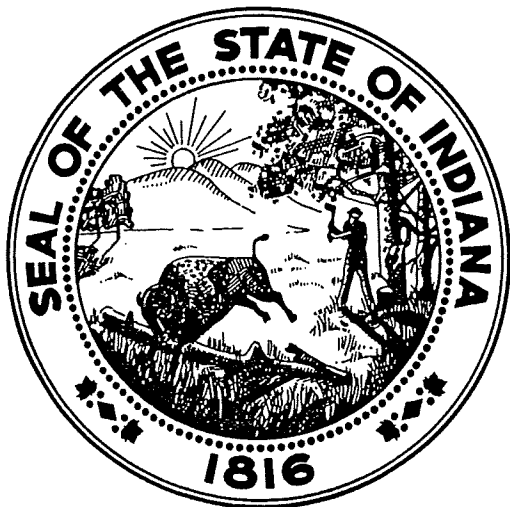
In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twentieth day of December, 1991



JOSEPH H. HOGSETT, Secretary of State

BY 

Deputy



ARTICLES OF INCORPORATION
OF
WABASH VALLEY COMMUNITY FOUNDATION, INC.

APPROVED
AND
FILED
IND. SECRETARY OF STATE

The undersigned Incorporators, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1991 as amended (the "Act"), hereby execute the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Wabash Valley Community Foundation, Inc.

ARTICLE II

Purposes

Section 1. This Corporation shall be organized and operated at all times exclusively for religious, charitable, scientific, literary, educational and/or other purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and/or corresponding provisions of any subsequent federal tax laws. This is a public benefit corporation.

Section 2. This Corporation's mission is to enrich and enhance the quality of life in the Wabash Valley area by:

- (a) Receiving and investing contributions to build a permanent endowment for the charitable needs of the Wabash Valley community. The Corporation will use the

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income from these contributions to respond to changing and emerging community needs and to sustain existing philanthropic organizations through grants to be used for social services, civic affairs, education, arts and culture, and recreation; and

- (b) Providing a flexible and convenient giving vehicle for donors having a variety of charitable goals and needs. In doing so, the Corporation serves as a steward for individuals, families, foundations, and organizations entrusting assets to its care; and
- (c) Assisting community leaders in identifying important needs and concerns, addressing serious problems, and shaping effective response and solutions.

ARTICLE III

Powers

In furtherance of the purposes for which it is organized, the Corporation shall possess, in addition to the general rights, privileges, and powers conferred by law, the following rights, privileges, and powers:

Section 1. To continue as a corporation under its corporate name perpetually.

Section 2. To sue and be sued in its corporate name.

Section 3. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible.

Section 4. To borrow money and to issue, sell, or pledge

its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof.

Section 5. To carry out its purpose in this state and elsewhere; to have one or more offices inside or outside of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible, inside or outside of this state.

Section 6. To acquire, hold, own, and vote and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the Corporation.

Section 7. To appoint such officers and agents as the affairs of the Corporation may require and to define their duties and fix their compensation.

Section 8. To indemnify any trustee, director, advisor, or officer or former trustee, director, advisor, or officer of the Corporation, or any person who may have served at its request as a trustee, director, advisor, or officer of another corporation, against expenses actually and reasonably incurred by him or her in connection with the defense of any civil action, suit, or proceeding in which he or she is made or threatened to be made a party by reason of being or having been a trustee, director, advisor, or officer, except in relation to matters as to which he or she is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to

the Corporation. However, this indemnification is not exclusive and does not limit the power of the Corporation or impair any other rights those indemnified may have under any provision of these Articles of Incorporation, the By-Laws of the Corporation, or any resolution or other authorization adopted, after notice, by a majority of the directors voting at an annual meeting.

Section 9. To purchase and maintain insurance on behalf of any person who is or was a trustee, director, advisor, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, advisor, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability under the provisions of these Articles of Incorporation.

Section 10. To make by-laws for the government and regulation of its affairs.

Section 11. To cease its activities and to dissolve and surrender its corporate franchise.

Section 12. To do all acts and things necessary, convenient, or expedient to carry out the purposes for which it is formed, including, without limitation, the making of gifts, donations, contributions, loans, and grants by the Corporation of all or any part of its income, assets, and property.

Section 13. None of the Corporation's net earnings shall

inure to the benefit of any director or individual, and no director or individual may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered and such payments and reimbursements as are in furtherance of the exempt purposes of the Corporation.

Section 14. Except during such periods in which an election by this Corporation under Section 501(h) of the Code is in effect, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 15. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Registered Agent and Office

Section 1. The name and address of the registered agent in charge of the Corporation's principal office is Donald O. Springman, 643 Wabash Avenue, Terre Haute, Indiana 47807.

Section 2. The address of the registered office of the

Corporation is 643 Wabash Avenue, Terre Haute, Indiana 47807.

ARTICLE VI

Incorporators

The names and addresses of the Incorporators of the Corporation are Donald O. Springman, 219 Highland Road, Terre Haute, Indiana 47802 and Sarah J. Lowery, 15 Waycross Court, Terre Haute, Indiana 47802.

ARTICLE VII

Statement of Property

A statement of the property and an estimate of the value thereof to be taken over by the Corporation at or upon its incorporation are as follows: none.

ARTICLE VIII

Directors

The exact number of directors of the Corporation shall be prescribed from time to time by the By-Laws of the Corporation at a number no greater than twenty-five and no smaller than seven. Whenever the By-Laws do not prescribe the exact number of directors, the number shall be thirteen. This Corporation will have no members.

ARTICLE IX

Initial Board of Directors

Section 1. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Charles S. Combs
Merchants National Bank
701 Wabash Avenue
Terre Haute, Indiana 47808

John N. Royse
Merchants National Bank
701 Wabash Avenue
Terre Haute, Indiana 47808

Max Gibson
c/o Laidlaw Waste Systems, Inc.
3200 E. Haythorne Avenue
Terre Haute, Indiana 47805

Fred P. Rubey
One First Financial Plaza
Terre Haute, Indiana 47808

William E. Jukes
One First Financial Plaza
P.O. Box 540
Terre Haute, Indiana 47808

Richard J. Shagley
500 Ohio Street
P.O. Box 8448
Terre Haute, Indiana 47808

Sarah J. Lowery
One First Financial Plaza
P.O. Box 540
Terre Haute, Indiana 47808

Donald E. Smith
One First Financial Plaza
P.O. Box 540
Terre Haute, Indiana 47808

Patrick O'Leary
c/o Alliance for Growth
643 Wabash Avenue
Terre Haute, Indiana 47808

Donald O. Springman
219 Highland Road
Terre Haute, Indiana 47802

Marilyn Pendergast
32 McKinley Blvd.
Terre Haute, Indiana 47803

James E. Sullivan
Cox, Zwerner, Gambill
& Sullivan
P.O. Box 1625
Terre Haute, Indiana 47808

W. Gene Vaughn
2255 Ohio Street
Terre Haute, Indiana 47803

Section 2. The terms of the initial Board of Directors shall be as follows: four (4) directors shall be elected until the annual meeting in 1993, four (4) directors shall be elected until the annual meeting in 1994, and five (5) directors shall be elected until the annual meeting in 1995.

ARTICLE X

Election of Directors

Section 1. Except as otherwise provided in these Articles

of Incorporation, a director shall serve for a term of three years and until his or her successor is elected and qualified.

Section 2. No person may serve as director for a period exceeding six consecutive years. Upon completion of a period of service as a director, no person may again serve as a director until expiration of a period consisting of the lesser of five years or the number of consecutive years the person has immediately completed serving.

Section 3. The directors of the Corporation shall elect one-third (1/3) of the members of the Corporation's Board of Directors each year at the annual meeting of the Corporation commencing in 1993. Each director shall be elected by majority vote of the directors of the Corporation present at such meeting, in person or by proxy.

Section 4. When a vacancy occurs on the Board of Directors for any reason other than the expiration of a director's term or an increase in the number of directors, the remaining directors shall by majority vote elect a director to serve until the next annual meeting of the directors of the Corporation. When a vacancy occurs by reason of an increase in the number of directors, the vacancy shall be filled by majority vote of the directors of the Corporation.

ARTICLE XI

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. The Board of Directors of the Corporation shall not 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 or corresponding provisions of any subsequent federal tax laws.

Section 2. No director of the Corporation may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered.

Section 3. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 4. The Board of Directors is committed to exercise in the best interests of this Corporation the powers described in United States Treasury Regulations Section 1.170A-9(e)(11)(v)(B), (C) and (D) which by this reference are incorporated into and made a part of these Articles of Incorporation.

Section 5. The Board of Directors is committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian or agent of a trust or fund in respect of this Corporation administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of this Corporation in accordance with the provisions of United States Treasury Regulations Section 1.170A-9(e)(11)(v)(F) which by this reference is incorporated into and made a part of these Articles of Incorporation.

Section 6. The Board of Directors shall have the power:

(a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the Board's sole judgment (without the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community and area served by this Corporation;

(b) to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Indiana; and

(c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of new income (or appreciation when not inconsistent with this Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).

Section 7. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in paragraph (c) of the preceding Section 6:

(a) there shall be excluded from such determination such assets as are held for the active conduct of this Corporation's exempt activities; and

(b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Corporation.

A "restricted fund" means a fund, any income of which has

been designated by the donor of the gift or bequest to which such income is attributable as being available only for the sum of benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

Section 8. If it appears that there may be grounds for exercising the power described in paragraphs (b) or (c) of Section 6 of this Article with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Directors under paragraphs (b) (c) of Section 6 of this Article, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Indiana. The Board of Directors shall exercise such a power only upon the vote of a simple majority of the members of the Board of Directors.

Section 9. Upon the exercise of the power under paragraphs (b) or (c) of Section 6 of this Article to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent, to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

Section 10. If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed to one or more other

organizations that are organized and operated exclusively for religious, charitable, scientific, literary and educational purposes and that are described in Section 501(c)(3) of the Code and have been selected by the Board of Directors.

Section 11. The power to make, alter, amend, and repeal the Corporation's By-Laws shall be vested in the Board of Directors of the Corporation.

Section 12. The Board of Directors may, by resolution adopted by a majority vote thereof pursuant to a provision of the By-Laws, designate two (2) or more voting members of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution or in the By-Laws, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation.

Section 13. No director of the Corporation shall be liable for any of its obligations.

Section 14. Meetings of the Board of Directors shall be held at any location, either inside or outside the State of Indiana.

Section 15. A director may be removed, with or without cause, by a vote of a majority of the voting directors of the Corporation, at a meeting of the directors called expressly for that purpose.

Section 16. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all directors or all

committee members, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 17. (a) To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a trustee, director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (i) if such trustee, director, officer or employee is wholly successful with respect thereof, or, (ii) if not wholly successful, then if such trustee, director, officer or employee is determined, as provided in paragraph (e) of this Section 17, to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding is determined to have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, director, officer or employee did not meet the standards of conduct set forth in this Section 17.

(b) As used in this Section 17, the terms "claim, action, suit or proceeding" shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in

the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a trustee, director, officer or employee of the corporation (or his or her heirs and personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a trustee, director, officer or employee of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his or her acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(c) As used in this Section 17, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a trustee, director, officer or employee.

(d) As used in this Section 17, the term "wholly successful" shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement

of any action, suit or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

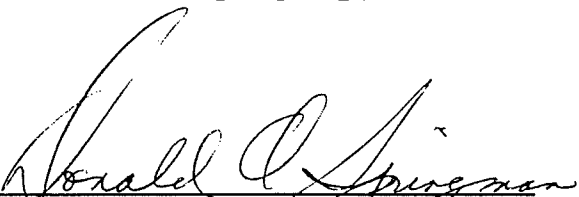
(e) Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification: (i) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), shall deliver to the Corporation a written finding that such trustee, director, officer or employee has met the standards of conduct set forth in the preceding paragraph (a) and/or (ii) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

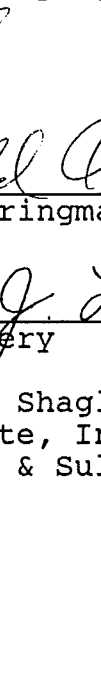
(f) The rights of indemnification provided in this Section 17 shall be in addition to any rights to which any trustee, director, officer or employee may otherwise be entitled.

Irrespective of the provisions of this Section 17, the Board of Directors may, at any time and from time to time, approve indemnification of trustees, directors, officers, employees or other persons to the full extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

(g) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

The undersigned Incorporators, this 11th day of December, 1991, hereby verify, subject to penalties and perjury, that the facts contained herein are true.


Donald O. Springman


Sarah J. Lowery

This instrument was prepared by: Richard J. Shagley, Wright, Shagley & Lowery, 500 Ohio Street, Terre Haute, Indiana 47808, and James E. Sullivan, Cox, Zwerner, Gambill & Sullivan, P.O. Box 1625, Terre Haute, Indiana 47808-1625.

ATTACHMENT

BY-LAWS

OF

WABASH VALLEY COMMUNITY FOUNDATION, INC.

ARTICLE I

General

Section 1. The name of the corporation is the Wabash Valley Community Foundation, Inc. (the "Corporation").

Section 2. The post office address of the Corporation's registered office is 643 Wabash Avenue, Terre Haute, Indiana 47807. The registered agent in charge of the registered office is Donald O. Springman, 643 Wabash Avenue, Terre Haute, Indiana 47807.

Section 3. The fiscal year of the Corporation shall begin on the first day of November and end on the last day of October next succeeding.

ARTICLE II

Directors

Section 1. The affairs of the Corporation shall be managed by the Board of Directors, subject to the provisions of the Articles of Incorporation and these By-Laws. The Board of Directors shall establish the number of members from time to time. Directors shall be elected in the manner prescribed in the Articles of Incorporation.

Section 2. A majority of the members of the Board of Directors then holding office shall constitute a quorum for the transaction of any business except the filling of vacancies on the Board of Directors. The act of a majority of the directors

present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3. The Board of Directors shall meet on the fourth Thursday in January on each year for the purpose of transacting such business as properly may come before the Board of Directors, including the election of officers.

Section 4. Special meetings of the Board of Directors may be called, upon not less than three days' written notice, by the President of the Corporation or by a majority of the Board of Directors. A special meeting shall be held at such time and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 5. Written notice of the place, day, and time of each meeting of the Board of Directors shall, at least three days before the date of the meeting, be delivered or mailed by the Secretary, or by the person or persons calling the meeting, to each member of the Board of Directors. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, first-class postage prepaid, addressed to the director at his or her address as it appears on the records of the Corporation. Notice may be waived in writing filed with the Secretary by any director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting.

ARTICLE III

Officers

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors deems appropriate. Officers shall be elected by the Board of Directors each year at the annual meeting of the directors. Each officer shall serve for one year and until his or her successor is elected and qualified. Any two offices may be held by the same person, except the offices of President and Secretary. All officers must be members of the Board of Directors. Any officer may be removed by a majority vote of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office prior to a regular election shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. The President shall preside at all meetings of the members and the Board of Directors and shall perform the duties incident to the office of chief executive and administrative officer of the Corporation. The President shall discharge the duties normally performed by a President, and such other duties as the Board of Directors may prescribe.

Section 3. The Vice President shall act in place of the President and shall be empowered to perform all acts which the President is authorized to perform in case of his or her absence or inability to serve. The Vice President shall perform the

duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 4. The Secretary shall be the custodian of all corporate papers, books and records other than books of account and financial records of the Corporation and of its corporate seal. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 5. The Treasurer shall supervise the receipt and disbursement of all money belonging to the Corporation and shall have custody of all money, securities, books of account and financial records of the Corporation. The Treasurer shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 6. Each other officer of the Corporation shall perform such duties as the Board of Directors or President may prescribe.

ARTICLE IV

Committees

Section 1. The Board of Directors may, by resolution adopted by a majority vote thereof, designate two or more voting members of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation during intervals between meetings of the Board of Directors.

Section 2. The Board of Directors may establish various

other committees to accomplish the goals and perform the programs of the Corporation. Members of such committees may, but need not be, members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by a majority vote of the Board of Directors, with or without cause.

ARTICLE V

Contracts, Loans, Checks

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these By-Laws, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution.

Section 3. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

Section 4. The annual budget of estimated income and expenditures of the Corporation, and all revisions thereof, shall be approved by the Board of Directors which shall be responsible for the overall financial management of the Corporation. The


Corporation shall cause an annual audit to be conducted on its finances every year.

ARTICLE VI

Amendments

These By-Laws may be amended, altered or repealed by the majority vote of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, and which follows a meeting at which the proposed amendment has been submitted to the Board of Directors.

The foregoing Code of By-Laws of the Corporation were duly adopted by the Board of Directors of the Corporation on the 14th day of January, 1992.


W. Gene Vaughn, Secretary of
the Corporation

ATTACHMENT C
WABASH VALLEY COMMUNITY FOUNDATION, INC.
Part II Item 4a.

Name, Address, and Title	Annual Compensation
Charles S. Combs, Director Merchants National Bank 701 Wabash Avenue, Terre Haute, IN 47808	0
Max Gibson, Director c/o Laidlaw Waste Systems, Inc. 3200 E. Hawthorne Ave., Terre Haute, IN 47805	0
William E. Jukes, Treasurer One First Financial Plaza P.O. Box 540, Terre Haute, IN 47808	0
Sarah J. Lowery, Vice President One First Financial Plaza P.O. Box 540, Terre Haute, IN 47808	0
Patrick O'Leary, Director c/o Alliance For Growth 643 Wabash Ave., Terre Haute, IN 47808	0
Marilyn Pendergast, Director 32 McKinley Blvd., Terre Haute, IN 47803	0
John N. Royse, Director Merchants National Bank 701 Wabash Avenue, Terre Haute, IN 47808	0
Fred P. Rubey, Director One First Financial Plaza P.O. Box 540, Terre Haute, IN 47808	0
Richard J. Shagley, Director 500 Ohio Street P.O. Box 8448, Terre Haute, IN 47808	0
Donald E. Smith, Director One First Financial Plaza P.O. Box 540, Terre Haute, IN 47808	0
Donald O. Springman, President 219 Highland Rd., Terre Haute, IN 47802	0

ATTACHMENT C - continued
WABASH VALLEY COMMUNITY FOUNDATION, INC.
Part II Item 4a.

Name, Address, and Title	Annual Compensation
James E. Sullivan, Director Cox, Zwerner, Gambill & Sullivan P.O. Box 1625, Terre Haute, IN 47808	0
W. Gene Vaughn, Secretary 1330 S. Center, Terre Haute, IN 47802	0

ATTACHMENT D
WABASH VALLEY COMMUNITY FOUNDATION, INC.

Wabash Valley Community Foundation, Inc.
Attachment to Form 1023, Page 4, Item 10a

from time to time monetarily contribute to the Corporation or voluntarily serve on committees. No membership fees or dues will be charged.

