

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INDIANA LEGAL SERVICES, INC.

(changing name from Legal Services Organization of Indiana, Inc.)

Legal Services Organization of Indiana, Inc., an Indiana nonprofit corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (IC 23-17 *et seq.*, hereinafter referred to as the "Act"), amends and restates its Articles of Incorporation as follows:

ARTICLE I

Name

The name of the Corporation is INDIANA LEGAL SERVICES, INC.

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed are as follows:

Section 2.1. General Purposes.

(a) To provide legal services as needed to families and individuals of low income in the State of Indiana who are unable to pay standard legal fees for such services and who are unable to obtain the services of attorneys engaged in the private practice of law for particular matters or problems requiring legal assistance or representation; and to provide legal services as needed to groups and organizations composed primarily of persons individually eligible for legal services provided by this Corporation, where such groups and organizations are unable without undue hardship to their members to employ other legal counsel; and to provide expertise, representation, and recommendations as needed to further the interest of low income families and individuals, groups and organizations, and persons of low income as a group, all within the State of Indiana, before legislative and administrative agencies at all levels of federal, state and local government; provided, however, that

- (i) nothing herein shall be construed to authorize or permit the Corporation to engage in the general practice of law,
- (ii) all legal services shall be performed by attorneys at law duly admitted to the practice of law in the State of Indiana; and
- (iii) the Corporation will not interfere with or have any control over the relationship between attorney and client or the manner in which legal services are performed for particular clients after establishment of an attorney-client relationship.

(b) To refer, through appropriate lawyers' referral services in the State of Indiana, persons not eligible for legal services to be provided by this Corporation or having legal problems which can be handled adequately by attorneys in private practice, to attorneys engaged in the private practice of law in the State of Indiana who are willing and able to represent such persons.

(c) To instruct and educate persons not utilizing existing legal services in legal rights and duties, preventive law, and recognition of legal problems common to various types of activities and situations including, but not limited to, the rights and duties of persons accused of crimes, welfare recipients, employees, tenants, consumers and owners of property; and to educate such persons in regard to existing legal agencies and the legal and judicial system in the community through meetings, forums, distribution of literature, and other appropriate means.

(d) To study the legal problems of low income persons in urban areas, the need for legal reforms, and to assist in drafting appropriate legislation; provided that such activities are not in contravention of Section 2.2(c) of this Article.

(e) To develop, conduct, and administer such programs and activities with maximum feasible participation of both practicing attorneys and residents of the areas and persons or groups to be served by such programs.

(f) To cooperate with and coordinate activities with all other organizations and agencies providing legal services to individuals or groups.

(g) To receive and administer funds, directly or indirectly, to carry out such programs and activities related to provisions of legal services as may be approved by the President of Legal Services Corporation or by any governmental agency, whether federal, state or local; to contract and subcontract with any other corporate entity, agency, or person for the conduct or administration of all or any portion of the activities to be carried out by this Corporation, or for provisions of special services or facilities to assist in carrying out any such activities.

(h) To solicit, receive, and utilize for the purposes set forth herein donations or grants of money, property, or services from any individual, group, corporate entity, foundation, or agency, whether public or private.

(i) To transact any and all lawful business for which nonprofit corporations may be incorporated under the Act.

Section 2.2. Nonprofit Purposes.

(a) The Corporation is organized and operated exclusively for charitable, educational and scientific purposes consistent with the purposes stated in Section 2.1 of this Article, and its activities shall be conducted in such manner that no part of its net earnings shall inure to the benefit of any member, director or officer of the Corporation, or any other private person, 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 Section 2.1.

(b) The Corporation will receive support through governmental grants and general solicitation of contributions from the public and such other programs as approved by the Board of Directors. The proceeds from such grants and contributions will be used to fund the programs and services of the Corporation or said proceeds will be invested and the income used to provide funding to such programs and services.

(c) 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 any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or
- (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) or Section 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Section 2.3. Powers.

Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes herein before set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 2.4. Limitation Upon Dissolution.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Type of Corporation

This Corporation is a public benefit corporation, which is organized for a public or charitable purpose.

ARTICLE IV

No Members

The Corporation shall not have members.

ARTICLE V

Board of Directors

Section 5.1. Number of Directors.

The Board of Directors of the Corporation shall consist of at least five (5) but not more than fifty-one (51) directors. The exact number of directors shall be specified or fixed in accordance with the Corporation's Bylaws.

Section 5.2. Appointment of Directors.

All directors shall be elected or appointed to serve on the Board of Directors in the manner, and for the terms, provided in the Bylaws of the Corporation.

Section 5.3. Director Groups and Staggered Terms.

Directors may be divided into two or more groups for the purpose of staggering the terms of directors serving on the Board of Directors, in the manner provided in the Bylaws of the Corporation. The terms of office for director groups need not be uniform.

ARTICLE VI

Indemnification

Every person who is or was a director of the Corporation (as defined in IC 23-17-16-2) shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in IC 23-17-16-3 & 23-17-16-4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director of the Corporation, provided that such person is determined in the manner specified in IC 23-17-15-12 to have met the standard of conduct specified in IC 23-17-16-8. Subject to the requirements of IC 23-17-16-10, the Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in IC 23-17-16-12 to determine whether such person is entitled thereto. Every person who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a director. Nothing contained in this Article shall limit or preclude the exercise of any right provided under the Act, the Corporation's Articles of Incorporation, its Bylaws, any general or specific action of the Board of Directors of the Corporation, or any contract relating to indemnification of or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

This instrument was prepared by David S. Klinestiver, Attorney at Law, LOWE GRAY STEELE & DARKO, LLP, 111 Monument Circle, Suite 4600, Indianapolis, Indiana 46204.