

Approved July 9, 2009

RESTATED
ARTICLES OF INCORPORATION
OF THE
PARTNERSHIP FOR PHILANTHROPIC PLANNING, INC.

ARTICLE I

The name of the corporation is the PARTNERSHIP FOR PHILANTHROPIC PLANNING, INC. (the "Corporation").

ARTICLE II

PURPOSES

Section 1. Type of Corporation. The Corporation is a public benefit corporation.

Section 2. Statement of Purposes. The objects and purposes for which the Corporation is organized and operated are to facilitate, coordinate and encourage the education and training of the charitable gift planning community, and to facilitate effective communication among the many different professionals in this community. In furtherance of the foregoing, to engage in seminar, conference, institute, publishing, research, and similar activities, and to engage in such other activities as may be necessary and proper to accomplish the foregoing objects and purposes, not without the scope of the subsequent paragraph hereof.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, other private individuals, or organizations organized and operated for a profit (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 as hereinabove

stated). 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 be empowered to make the election authorized under section 501(h) of the Code. 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 herein, the Corporation shall not carry on any activities not permitted to be carried on --

(a) by any organization exempt from federal income taxation under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code, or

(b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

ARTICLE III

TERM OF EXISTENCE

This period during which this Corporation shall continue is perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 233 McCrea St., Suite 400, Indianapolis, Indiana 46225, and the name of its registered agent at such office is Tanya Howe Johnson.

ARTICLE V
MEMBERSHIP

Section 1. Classes. The Corporation shall have three (3) classes of members which classes shall be the following:

- (a) Council Members. Subject to such additional qualifications and conditions as may be prescribed from time to time by the Bylaws, Council Members shall be councils on planned giving.
- (b) Provisional Members. Subject to such additional qualifications and conditions as may be prescribed from time to time by the Bylaws, Provisional Members shall be certain councils on planned giving who have applied for Council Membership and have yet to meet all the requirements for Council Membership.
- (c) Individual Members. Subject to such additional qualifications and conditions as may be prescribed from time to time by the Bylaws, Individual Members shall be individuals involved in charitable gift planning.

Section 2. Voting Rights of Members. Each Council Member shall be entitled to vote on each issue to come before a meeting of Council Members. Neither Provisional Members nor Individual Members (other than those acting in the capacity of a representative of a Council Member) shall have voting rights.

ARTICLE VI
DIRECTORS AND OFFICERS

Section 1. Number. The exact number of Directors shall be specified from time to time in the Bylaws. The minimum number of Directors so specified shall be three (3) and the maximum number of Directors so specified shall be thirty (30).

Section 2. Vacancies. Vacancies on the Board of Directors may be filled by the

affirmative vote of a majority of all Directors entitled to vote. The new Director filling the vacancy shall serve for the remainder of the unexpired term for which the previous Director was designated or elected.

Section 3. Qualification of Directors; Staggered Terms. Unless otherwise specified in the Bylaws, each Director shall be an Individual Member as well as a member of at least one Council Member. All Directors elected from time to time shall have such additional qualifications as may be prescribed by a majority of all Directors entitled to vote. The term of office for a Director shall be prescribed in the Bylaws. In addition, the Bylaws may provide that when the number of Directors exceeds nine (9) the Directors shall be divided into two (2) or more classes whose terms of office shall expire at different times, but no term shall continue longer than three (3) years.

Section 4. Officers. The title, number, terms of office and the manner of election of officers of the Corporation shall be prescribed in the Bylaws.

ARTICLE VII

POWERS

The Board of Directors shall have full authority, consistent with these Articles of Incorporation and the Bylaws, to regulate the internal affairs of the Corporation and to establish its policies.

Section 1. On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors shall determine:

- (a) a not-for-profit organization or organizations, which may have been created to succeed the Corporation, as long as such an organization or each of such organizations shall then qualify (1) as a governmental unit under section 170(c) of the

Code, or (2) as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in sections 170(c)(2) and 501(c)(3) of the Code.

(b) a not-for-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify (1) as a governmental unit under section 170(c) of the Code, or (2) as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in sections 170(c)(2) and 501(c)(3) of the Code.

Section 2. To further the Corporation's objectives and purposes, the Corporation shall have and shall exercise all the powers conferred by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), and any statute which may in the future supersede or replace the Act in whole or in part. Without limiting the generality of the foregoing, the Corporation shall have the power to sue and be sued, to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount or value. The Corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the Corporation; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident to the carrying out of the objectives and purposes stated herein. The Corporation shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issue and profits arising there from.

ARTICLE VIII

INTERPRETATION

References herein to sections of the Code are to provisions of the Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

ARTICLE IX
INDEMNIFICATION

Section 1. The Corporation shall indemnify every Director made a party to a proceeding because such individual is or was a Director, as a matter of right, against all liability incurred by such individual in connection with the proceedings; provided that it is determined in the specific case that indemnification of such individual is permissible in the circumstances because such individual has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify a Director who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this Section. Upon demand by a Director for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the Director is entitled thereto in accordance with this Article and the procedures specified in the Act. Every individual 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 individual is or was a Director. The indemnification provided under this Article shall be applicable to any proceedings arising from acts or omissions occurring before or after the adoption of this Article.

Section 2. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a Director, officer, employee or agent of the Corporation, or the ability of the corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide

indemnification to Directors and officers to the fullest extent now or hereafter permitted by law. Therefore, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of control, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," within the meaning of section 501(c)(3) of the Code. The provisions of, and the right and obligations created by, this Article shall not give rise or be deemed to give rise to "compensation for personal services" as described in IC 34-4-11.5-1 et seq., as amended.

Section 3. For purposes of this Article:

The term "Director" means an individual who is or was a member of the Board of Directors or an individual who, while a Director, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A Director is considered to be serving an employee benefit plan at the Corporation's request if the Director's duties to the Corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. The term "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.

The term "expenses" includes all and direct costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred or accrued in connection with the

investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 4. As used in this Article, the term "wholly successful" shall mean (a) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him, (b) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (c) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 5. 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 (a) 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 written findings that such Director or officer has met the standards of conduct set forth in Section 1 of this Article, and (b) 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 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.

Section 6. The rights of indemnification provided in this Article shall be in addition to any rights to which any such Director or officer may otherwise be entitled. Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, approve indemnification of 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.

Section 7. 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 any undertaking by or on behalf of the recipient to repay such amount if he is not entitled to indemnification hereunder.

Section 8. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's Directors, officers, members and employees.