

INDIANA SECRETARY OF STATE
CORPORATIONS DIVISION

DATE: 07/19/93
PAYMENT: CHECK

TIME: 14:57
CHECK REF#: 2802

RECEIPT NO: 0371794
AMT PAID: \$30.00

DESCRIPTION: 28 Art of Amend (NFP)

COMMENT:

EFF DATE: 07/12/93

PAYEE NAME AND ADDRESS (XXXXX)

Thomas C. O'Donnell
9717 Prairie
Highland, IN 46322

USER ID: RB1

NAME: _____

RB

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

NORTHWEST INDIANA GENEALOGICAL SOCIETY, INC.

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the

Indiana Nonprofit Corporation Act of 1991,

as amended.

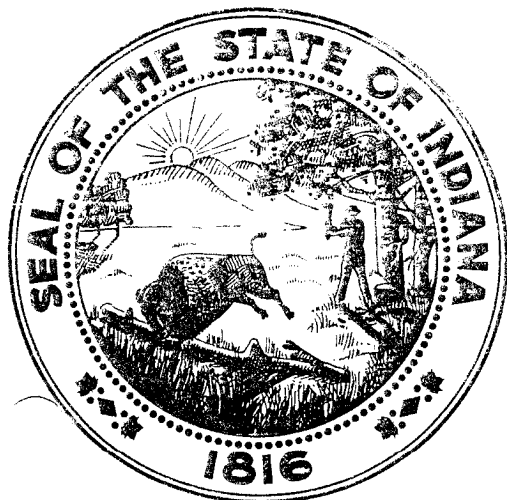
NOW, THEREFORE, I, JOSEPH H. HOGSETT, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is July 12, 1993.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twelfth day of July, 1993

Joseph H. Hogsett
JOSEPH H. HOGSETT, Secretary of State

By Rosalice H. Puelker
Deputy



STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

NORTHWEST INDIANA GENEALOGICAL SOCIETY, 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

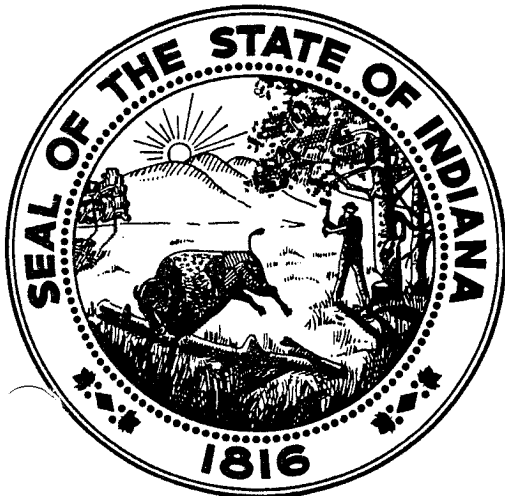
Articles conform to law; all as prescribed by the provisions of the

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 January 13, 1992.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirteenth day of January , 1992



Joseph H. Hogsett
JOSEPH H. HOGSETT, Secretary of State

Samuel G. Paul
Deputy

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*Lower left corner of page.

MINUTES AND BY-LAWS

OF

NORTHWEST INDIANA GENEEOLOGICAL SOCIETY, INC.

A CORPORATION NOT FOR PROFIT

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF TRUSTEES OF
NORTHWEST INDIANA GENEEOLOGICAL SOCIETY, INC.

The Organizational Meeting of the Board of Trustees was held
at 103 Jefferson, Valparaiso, Indiana
at 10:00 a.m., November 19 , 19 94 .

The following Board members were present:

The meeting was called to order and MATTHEW FIGI
was elected Chairman of the meeting and SHIRLEY HAWKINS
was elected Secretary of the meeting.

The Chairman reported that the Corporation's Certificate or
Articles of Incorporation had been filed and recorded by the
Secretary of State
on January 13 , 19 92 . A copy of the Certificate or Articles
of Incorporation was ordered filed in the Corporation's Minutes
book.

The Chairman stated that the purpose of the meeting was to
take all necessary steps to complete the organization of the
Corporation to enable the Corporation to commence its activities.

The Chairman then submitted the proposed By-Laws to the Board for approval. The By-Laws were then duly reviewed and considered and finally adopted by this meeting as the By-Laws of this organization. The said By-Laws are as follows:

CERTIFICATE OR ARTICLES OF INCORPORATION:



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

State Form 4161 (R7 8-91) Corporate Form No. 364-2 (May 1988)

Articles of Amendment (Amending Individual Articles Only) Nonprofit

Prescribed by Joseph H. Hogsett Secretary of State of Indiana

Approved by State Board of Accounts 1991

APPROVED AND FILED IND. SECRETARY OF STATE

93 JUL 12 10:15

INSTRUCTIONS: Present 2 originally executed copies to:

FILING FEE IS \$30.00

SECRETARY OF STATE 302 W WASHINGTON ST RM E018 INDIANAPOLIS IN 46204

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

NORTHWEST INDIANA GENEALOGICAL SOCIETY, INC.

The undersigned officers of:

NORTHWEST INDIANA GENEALOGICAL SOCIETY, INC.

This Corporation exists pursuant to: (check appropriate box)

[X] The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1), as amended

[] Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)

[] Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1), as amended

(The "Act") gives notice of amendment to its Articles of Incorporation and certifies the following facts:

ARTICLE I - Amendment(s)

SECTION 1: The date of incorporation of the Corporation is:

January 13, 1992

SECTION 2: The name of the Corporation following this amendment to the Articles of Incorporation is:

NORTHWEST INDIANA GENEALOGICAL SOCIETY, INC.

SECTION 3

IX

The exact text of Article(s) of the Articles of Incorporation is now as follows.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 1: Action by Directors

The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article(s) IX of the Articles of Incorporation and directing a meeting of the members,

to be held on May 12, 1993, allowing such members to vote on the proposed amendment

The resolution was adopted by: *(select appropriate paragraph)*

- a. Vote of the Board of Directors at a meeting held on _____, 19____, at which a quorum of such Board was present.
- b. Written consent executed on April 11, 19 93, and signed by all members of the Board of Directors.

SECTION 2: Action by members or delegates

The members or delegates of the corporation entitled to vote in respect to the Articles of Amendment adopted the proposed Amendment.

The proposed Amendment was adopted by: *(select appropriate paragraph)*

- a. Vote of such members or delegates during the meeting as called by the Board of Directors. The result of such vote is as follows:

	TOTAL
MEMBERS OR DELEGATES ENTITLED TO VOTE:	29
MEMBERS OR DELEGATES VOTED IN FAVOR:	26
MEMBERS OR DELEGATES VOTED IN AGAINST:	3

- b. Written consent executed on May 11, 19 93, and signed by at least 80% of such members or delegates.

SECTION 3: Approval by Third Party

If the Corporation's Articles of Incorporation require an amendment to be approved in writing by a specified person other than the Board of Directors, the Corporation has obtained the Third Party's approval pursuant to IC 23-17-17-1.

SECTION 4: Compliance with legal requirements

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of current Officer

Matthew L. Figi

Printed name of Officer

Matthew L. Figi

Title of Officer

President

BY-LAWS
OF
NORTHWEST INDIANA GENEALOGICAL SOCIETY, INC.

A CORPORATION NOT FOR PROFIT

ARTICLE I

PURPOSE

The Corporation is organized for the following purposes:

To gain an understanding of the historical and genealogical background of the past and present residents of Northwest Indiana and to foster a greater knowledge within the community through educational forums, book sales and trips with none of the profit inuring to any one shareholder.

To engage in any and all lawful actions to effectuate the above-stated goal.

ARTICLE II

OFFICES

The Corporation may have such offices as the Board of Trustees may require. The principal office shall be located at 103 Jefferson, Valparaiso, in the County of Lake and State of Indiana

ARTICLE III

MEMBERS

1. The first members of the Corporation shall consist of the members of the original Board of Directors of the Corporation, unless they have resigned or their membership otherwise terminated.

Thereafter, the eligibility and qualifications for membership and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the

amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

2. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

ARTICLE IV
MEETING OF MEMBERS OF
NORTHWEST INDIANA GENEALOGICAL SOCIETY, INC.

1. ANNUAL MEETING. An annual meeting of the membership shall be held on the 3rd Saturday in the month of June in each year beginning with the year 1995 . The Board of Trustees shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

2. SPECIAL MEETINGS. Special Meetings of the members may be called by the President or the Board of Trustees.

3. NOTICE OF MEETINGS. Written notice shall be mailed to each member, not less than 10 days nor more than 60 days before the date set for the annual meeting and not less than 10 days before the date of any special meeting.

Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. QUORUM. At least ten (10%) percent of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

5. VOTING. At all meetings, except for the election of officers or trustees, the membership will vote by a showing of hands. Written ballots will be used for all elections and when otherwise requested by a simple majority of members present. Any member may vote by written proxy.

ARTICLE V

BOARD OF TRUSTEES (DIRECTORS)

1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Trustees. Trustees do not need to be members of the Corporation or residents of the state of incorporation.

2. BOARD MEMBERS. The number of trustees shall be 3 to 7 (not less than three). Each trustee shall hold office until his or her successor is elected at the annual meeting of the membership, and duly qualified, subject to earlier termination by removal or resignation. The Board shall consist of all officers along with such other trustee positions as determined by the membership at their annual meeting.

3. REGULAR MEETINGS. The Board of Trustees shall hold their annual meeting immediately after, and at the same place as the annual meeting of members. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.

4. SPECIAL MEETINGS. The President or any two trustees may call for special meetings of the Board and fix the time and place for said meetings.

5. NOTICE. Trustees shall be notified of any special meeting by advance notice in writing which shall be sent by mail or

personally delivered at least ten (10) days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.

6. QUORUM. A majority of the trustees must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

7. VACANCIES. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining trustees, even if less than a quorum of the Board. A trustee so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

If additional trustees are to be elected to increase the size of the Board, this shall be done by election at the annual meeting of the membership.

8. COMPENSATION. The Board may provide that a salary or other compensation be paid to any trustee or other employee for his or her services. The Board may also provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the trustee was guilty of misconduct regarding the matter in which indemnity is sought.

9. REMOVAL. The Board of Trustees may remove any trustee at any time if, in its judgment, the best interests of the Corporation would be served thereby. However, officers elected by the membership may not be removed except by the membership, but the authority of such officer to act as an officer may be suspended by the Board for cause.

ARTICLE VI

OFFICERS

1. OFFICERS. The officers of the Corporation shall be as follows:

President	Matthew Figi
Vice President	Nancy Howell and Marlene Von Eck
Secretary	Shirley Hawkins
Treasurer	Doris Brozak
Historian	Lee Stasierowski

Any two or more offices may be held by the same person except the offices of President and Secretary.

2. TERM. The initial officers shall be elected by the Board of Trustees at their organizational meeting. Thereafter, the officers shall be elected annually by the membership at their annual meeting. Vacancies may be filled at any meeting of the Board of Trustees. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

3. PRESIDENT. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Trustees. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

5. SECRETARY. The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Trustees.

6. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Trustees.

ARTICLE VII

COMMITTEES

COMMITTEES. The Board of Trustees may, by resolution of a majority of the Board, establish committees of two or more Trustees to conduct the management of the Corporation. Other committees shall be established consisting of members of the Corporation, but may not exercise the authority of the Board of Trustees in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Trustees.

ARTICLE VIII

SEAL

SEAL. The seal of the Corporation shall be in the form affixed immediately below.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended or repealed by an affirmative vote of at least fifty-one (51%) percent of those present at a meeting of the membership called for the purpose of acting upon such amendment (provided that a quorum is present).

The next matter to be considered was the election of officers. The following persons were elected to the offices set opposite their respective names, to hold office and exercise the powers and responsibilities specified in the By-Laws of the Corporation.

<u>OFFICE</u>	<u>NAME</u>
President	Matthew Figi
Vice President	Nancy Howell and Marlene Von Eck
Secretary	Shirley Hawkins
Treasurer	Doris Brozak
Historian	Lee Stasierowski

The Chairman then noted for the record that the initial Board of Trustees consists of the following persons:

Matthew Figi	Shirley Hawkins
Marjorie Mills	Doris Brozak
Nancy Howell	Lee Stasierowski

The following business was transacted:

There being no further business presented, the meeting was duly adjourned.

NOTICE OF MEETING OF BOARD OF DIRECTORS OF
NORTHWEST INDIANA GENEALOGICAL SOCIETY, INC.

PLEASE TAKE NOTICE that a meeting of the Board of Directors
will be held at 10:00 o'clock a.m. on November 19 19 94 ,
at 103 Jefferson, Valparaiso, Indiana

Dated: November 19, 1994

, Secretary

AFFIDAVIT OF MAILING OF NOTICE

STATE OF INDIANA :
COUNTY OF PORTER : ss.:

I, MATTHEW FIGI

being of full age,

depose and say that I caused copies of a notice of a meeting, in the form hereto annexed and made a part of this affidavit, to be deposited on November 10, 19 94, in the United States mails, postage prepaid, addressed respectively to the following persons at the addresses shown next to their names.

ALL MEMBERS

Sworn and subscribed to before me

on _____ 19 ____ .

WAIVER OF NOTICE OF
MEETING OF BOARD OF DIRECTORS OF
NORTHWEST INDIANA GENEALOGICAL SOCIETY, INC.

The undersigned, each being a director of the Corporation
waive all notice required by the Corporation's By-Laws and
the laws of the state of incorporation of the time and place
of a meeting of the Board and fix November 19, 19 94 ,
as the date, 10:00 o'clock a .m. as the time and
103 Jefferson, Valparaiso, Indiana
as the place of such meeting.

Dated: November 19, 1994

Matthew L. Fizi, Director

Marlene Heald Van Eck, Director

Nancy A. Hull, Director

Noris Brozak - Director

I HEREBY CERTIFY that all directors of the Corporation were present at the foregoing meeting and that none protested the absence of notice of the meeting.

Dated:

, Secretary

NOTICE OF MEETING OF MEMBERSHIP OF

PLEASE TAKE NOTICE that a meeting of the membership will be held at _____ o'clock .m. on _____ 19 _____ , at _____

for the following purposes:

The transaction of such other business as may properly come before the meeting.

Dated _____

, Secretary

WAIVER OF NOTICE OF
MEETING OF MEMBERSHIP OF

The undersigned, each being a member in the above named corporation waive all notice required by the Corporation's By-Laws and the laws of the state of incorporation of the time, place, and purposes of a meeting of the membership and fix

19 , as the date, o'clock .m.
as the time, and

as the place, and the following as the purposes:

The transaction of such other business as may properly come before the meeting.

Dated: _____

I HEREBY CERTIFY that all members of the Corporation were present at the foregoing meeting and that none protested the absence of notice of the meeting.

Dated:

_____, Secretary

THE UNDERSIGNED, being all of the members of the Corporation, acknowledge that they attended the foregoing meeting without protest of absence of notice and that the foregoing minutes accurately reflect the actions taken at that meeting.

Dated:
