

**MINUTES OF THE ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF THE
DALEVILLE BUILDING CORPORATION**

The organizational meeting of the Board of Directors of the Daleville Building Corporation ("Corporation") was held on October 16, 2017, at the Daleville Town Hall commencing at 6:00 p.m. The form of notice provided under the Indiana Open Door Law is attached to these minutes. All directors of the Corporation were in attendance. Also in attendance was Sue Beesley, who acted as secretary of the meeting.

Posting of notice in accord with the Indiana Open Door Law was confirmed.

Adoption of Articles of Incorporation

Upon motion duly made and seconded, the following resolutions were unanimously adopted:

WHEREAS, Articles of Incorporation of the Corporation have been filed by the incorporator, Sue A. Beesley, with the Secretary of State of the State of Indiana on May 1, 2017;

RESOLVED, that the filing of the Articles of Incorporation of the Corporation with the Secretary of State of the State of Indiana, a copy of which has been filed-marked by the Secretary of State and is attached hereto as Exhibit 1, be, and it hereby is, ratified and approved; and

RESOLVED, that the Certificate of Incorporation for the Corporation issued by the Secretary of State of Indiana be attached hereto as Exhibit 2.

Adoption of Code of By-Laws

Upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board of Directors desires to adopt a Code of By-Laws for the Corporation;

RESOLVED, that, effective immediately the Code of By-Law, attached hereto as Exhibit 3, be, and it hereby is, adopted as the Code of By-Laws of the Corporation.

Election of Officers

Upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board of Directors desires to elect officers of the Corporation;

RESOLVED, that the following persons be, and they hereby are, elected officers of the Corporation, to hold office until the first annual meeting of the Board of Directors of the Corporation, and thereafter until their respective successors shall have been chosen and qualified, or until their earlier death, resignation or removal:

President	Bryan Douglass
Vice-President	Todd Lewis
Secretary/Treasurer	Tom Roberts

Adoption of Resolution 2017-1

Upon motion duly made and seconded, Resolution 2017-1, attached hereto and incorporated herein was unanimously adopted.

There being no further business to come before the meeting, the meeting was adjourned.



Sue A. Beesley, Secretary of the Meeting

Exhibit 1
(Articles of Incorporation)

**ARTICLES OF INCORPORATION
OF
DALEVILLE BUILDING CORPORATION**

Daleville Building Corporation (the "Corporation") existing pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, Indiana Code 23-17 (the "Act") executes the following Articles of Incorporation as follows:

ARTICLE I

Name

Section 1.01. Name. The name of this Corporation is:

DALEVILLE BUILDING CORPORATION

ARTICLE II

Purposes and Powers

Section 2.01. General Purpose. The Corporation is organized solely for the purposes of acquiring, owning and holding in fee simple land and structures thereon or leasing structures to be used in connection with the operation of Daleville, Indiana (the "Unit") and to serve residents of the Unit (such structures, including the site, equipment and appurtenances, "Structure"), which Structures are to be acquired, constructed, renovated and/or expanded, leasing the same to the Unit, collecting the rentals therefor and applying the proceeds thereof in a manner consistent with Indiana Code 36-1-10, or leasing structures for the benefit of the Unit entirely without profit to the Corporation, its officers, directors, or incorporators, other than the return of capital actually invested.

Section 2.02. Nonprofit Purposes.

(a) The Corporation is organized exclusively for the promotion of social welfare and is not organized for profit, all within the meaning of Section 501(c)(4) 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 any Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Director or Officer of the Corporation.

(b) The Corporation shall not engage in carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, 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. The Corporation shall not be operated as a social club for benefit, pleasure or recreation of its members.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities nor exercise any power or authority in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(4) of the Code, or any corresponding provisions of any subsequent federal tax laws.

Section 2.04. Powers. In furtherance of the purposes hereinabove set forth and subject to any limitation or restriction imposed by the Act, any other law or these Articles of Incorporation, the Corporation shall have all the general rights, privileges and powers granted to corporations by the Act.

ARTICLE III

Type of Corporation

Section 3.01. Type of Corporation. This Corporation is a public benefit corporation.

ARTICLE IV

Registered Office and Registered Agent

Section 4.01. Registered Office. The street address of the registered office of the Corporation is:

Clerk-Treasurer
Town of Daleville
8019 S. Walnut Street
Daleville, Indiana 47334

Section 4.02. Registered Agent. The name of the registered agent of the Corporation at the registered office is:

Amy Roberts, Clerk-Treasurer

ARTICLE V

Members

Section 5.01. Membership. The Corporation shall not have members.

ARTICLE VI

Incorporator

Section 6.01. Name and Address of Incorporator. The name and address of the incorporator are as follows:

Sue A. Beesley
Bingham Greenebaum Doll LLP
2700 Market Tower
10 W. Market Street
Indianapolis, Indiana 46204

ARTICLE VII

Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 7.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 7.02. Indemnification. Every person who is or was a director of the Corporation shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in Ind. Code §§23-1-37-3 and -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 (as defined in Ind. Code §32-1-37-2) (a "Director") of the Corporation, provided that such person is determined in the manner specified in Ind. Code §23-1-37-12 to have met the standard of conduct specified in Ind. Code §23-1-37-8. The Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding, subject to the requirements of Ind. Code §23-1-37-10. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in Ind. Code §23-1-37-12 to determine whether such person is entitled thereto. Every person who is 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 7 shall limit or preclude the exercise of any right under the law or otherwise relating to indemnification of or the advancement of expenses to any director, officer or employee of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer or employee.

The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Article 7 (i) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (ii) shall continue to exist

after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

Section 7.03. Code of By-Laws. The Board of Directors of the Corporation shall have the power to make or amend (including by repeal) the Code of By-Laws of the Corporation; provided, that notwithstanding anything herein to the contrary, any amendment is subject to approval in writing by the Board of County Commissioners of Daleville, Indiana.

Section 7.04. Amendment of Articles of Incorporation. The Corporation reserves the right to amend (including by repeal) any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(4) of the Code, or such equivalent provision as may hereafter exist from time to time; and provided, that notwithstanding anything herein to the contrary, any amendment is subject to approval in writing by the Board of County Commissioners of Daleville, Indiana.

ARTICLE VIII

Dissolution

Section 8.01. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for civic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Code, or any

corresponding provisions of any subsequent federal tax laws, or to the Unit, for a public purpose.

ARTICLE IX

Board of Directors

Section 9.01. Initial Directors. The following individuals shall serve as the initial Board of Directors of the Corporation:

Tom Roberts

Bryan Douglass

Todd Lewis

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 6, executes these Amended and Restated Articles of Incorporation this ____ day of _____, 2017.

Sue A. Beesley

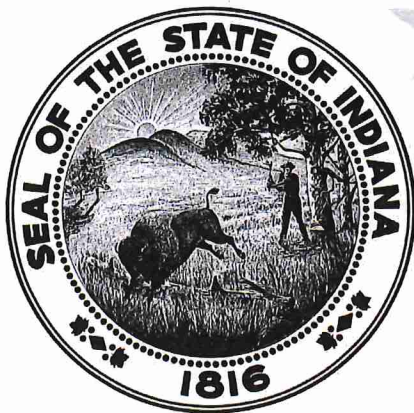
Exhibit 2
(Certificate of Incorporation)

State of Indiana
Office of the Secretary of State

Certificate of Incorporation
of
DALEVILLE BUILDING CORPORATION

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Incorporation of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, May 01, 2017.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 02, 2017

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

201705011193677 / 7588054

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

**ARTICLES OF INCORPORATION
OF
DALEVILLE BUILDING CORPORATION**

Daleville Building Corporation (the "Corporation") existing pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, Indiana Code 23-17 (the "Act") executes the following Articles of Incorporation as follows:

ARTICLE I

Name

Section 1.01. Name. The name of this Corporation is:

DALEVILLE BUILDING CORPORATION

ARTICLE II

Purposes and Powers

Section 2.01. General Purpose. The Corporation is organized solely for purposes of acquiring, owning and holding in fee simple land and structures thereon or leasing structures to be used in connection with the operation of Daleville, Indiana (the "Unit") and to serve residents of the Unit (such structures, including the site, equipment and appurtenances, "Structure"), which Structures are to be acquired, constructed, renovated and/or expanded, leasing the same to the Unit, collecting the rentals therefor and applying the proceeds thereof in a manner consistent with Indiana Code 36-1-10, or leasing structures for the benefit of the Unit entirely without profit to the Corporation, its officers, directors, or incorporators, other than the return of capital actually invested.

Section 2.02. Nonprofit Purposes.

(a) The Corporation is organized exclusively for the promotion of social welfare and is not organized for profit, all within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the net earnings of

2017 MAY - 1 AM 10:33
INDIANA SECRETARY OF STATE
RECEIVED

the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Director or Officer of the Corporation.

(b) The Corporation shall not engage in carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, 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. The Corporation shall not be operated as a social club for benefit, pleasure or recreation of its members.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities nor exercise any power or authority in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(4) of the Code, or any corresponding provisions of any subsequent federal tax laws.

Section 2.04. Powers. In furtherance of the purposes hereinabove set forth and subject to any limitation or restriction imposed by the Act, any other law or these Articles of Incorporation, the Corporation shall have all the general rights, privileges and powers granted to corporations by the Act.

ARTICLE III

Type of Corporation

Section 3.01. Type of Corporation. This Corporation is a public benefit corporation.

ARTICLE IV

Registered Office and Registered Agent

Section 4.01. Registered Office. The street address of the registered office of the Corporation is:

Clerk-Treasurer
Town of Daleville
8019 S. Walnut Street
Daleville, Indiana 47334

Section 4.02. Registered Agent. The name of the registered agent of the Corporation at the registered office is:

Amy Roberts, Clerk-Treasurer

Section 4.03. Appointment. The undersigned represents that the registered agent has consented to the appointment of registered agent.

ARTICLE V

Members

Section 5.01. Membership. The Corporation shall not have members.

ARTICLE VI

Incorporator

Section 6.01. Name and Address of Incorporator. The name and address of the incorporator are as follows:

Sue A. Beesley
Bingham Greenebaum Doll LLP
2700 Market Tower
10 W. Market Street
Indianapolis, Indiana 46204

ARTICLE VII

Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 7.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 7.02. Indemnification. Every person who is or was a director of the Corporation shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in Ind. Code §§23-1-37-3 and -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 (as defined in Ind. Code §32-1-37-2) (a "Director") of the Corporation, provided that such person is determined in the manner specified in Ind. Code §23-1-37-12 to have met the standard of conduct specified in Ind. Code §23-1-37-8. The Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding, subject to the requirements of Ind. Code §23-1-37-10. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in Ind. Code §23-1-37-12 to determine whether such person is entitled thereto. Every person who is 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 7 shall limit or preclude the exercise of any right under the law or otherwise relating to indemnification of or the advancement of expenses to any director, officer or employee of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer or employee.

The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Article 7 (i) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (ii) shall continue to exist

after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

Section 7.03. Code of By-Laws. The Board of Directors of the Corporation shall have the power to make or amend (including by repeal) the Code of By-Laws of the Corporation; provided, that notwithstanding anything herein to the contrary, any amendment is subject to approval in writing by the Board of County Commissioners of Daleville, Indiana.

Section 7.04. Amendment of Articles of Incorporation. The Corporation reserves the right to amend (including by repeal) any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(4) of the Code, or such equivalent provision as may hereafter exist from time to time; and provided, that notwithstanding anything herein to the contrary, any amendment is subject to approval in writing by the Board of County Commissioners of Daleville, Indiana.

ARTICLE VIII

Dissolution

Section 8.01. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for civic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Code, or any

corresponding provisions of any subsequent federal tax laws, or to the Unit, for a public purpose.

ARTICLE IX

Board of Directors

Section 9.01. Initial Directors. The following individuals shall serve as the initial Board of Directors of the Corporation:

Tom Roberts

Bryan Douglass

Todd Lewis

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 6, executes these Amended and Restated Articles of Incorporation this 1st day of May, 2017.

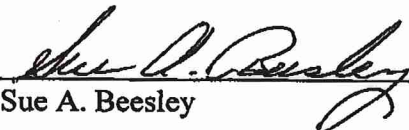

Sue A. Beesley

Exhibit 3
(Code of By-Laws)

**CODE OF BY-LAWS
OF
DALEVILLE BUILDING CORPORATION**

ARTICLE I

Identification

Section 1.01. Name. the name of the Corporation is Daleville Building Corporation (the "Corporation").

ARTICLE II

Membership

Section 2.01. Members. The Corporation shall not have members.

ARTICLE III

Board of Directors

Section 3.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

Section 3.02. Number. There shall be three (3) Directors of the Corporation. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 3.03. Election. The Board of Directors shall be appointed by the President of the Town Council of Daleville, Indiana annually prior to the date of the annual meeting of the Board of Directors provided in this Article.

Section 3.04. Term. Each member of the Board of Directors shall serve for a term (unless the Director resigns, is removed, or dies) of one (1) year or until a successor

is appointed and qualified. Incumbent directors shall be eligible for re-appointment and the number of years a person may serve as a Director is not limited.

Section 3.05. Vacancies. Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by the President of the Town Council of Daleville, Indiana. A Director appointed to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be appointed and qualified.

Section 3.06. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation, and to the President of the Town Council of Daleville, Indiana. Such resignation shall take effect when the notice is effective unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 3.07. Removal. Any Director may be removed, with or without cause, by the President of the Town Council of Daleville, Indiana.

Section 3.08. Meetings. All meetings of the Board of Directors shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. An annual meeting of the Board of Directors shall be held within six (6) months after the close of the fiscal year of the Corporation as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof, for the purpose of organization, election of officers and consideration of any other business that may properly be brought before the meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional

regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the President, and shall be called by order thereof upon the written request of at least two (2) Directors, which request shall set forth the business to be conducted at such meeting.

Section 3.09. Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same or by telephoning or telegraphing or delivering personally the same at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived in a document 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 of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.10. Quorum. A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be a majority of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 3.11. Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting

at which a quorum is present. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such individual by law.

Section 3.12. Open Meetings. To the extent required by law, all provisions of the Code of By-Laws regarding the conduct of meetings and notice of meetings shall be subject to the provisions of the Indiana Open Door Law.

ARTICLE IV

Officers

Section 4.01. Officers and Agents. The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Section 4.02. Election, Term of Office and Qualification. All officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office (unless such officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified.

Section 4.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, removal or otherwise, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the

next annual meeting of the Board of Directors or until a successor is chosen and qualified.

Section 4.04. President. The President shall preside at all meetings of the Board of Directors, if present; shall appoint the chairmen and members of all standing and temporary committees, subject to the review of the Board of Directors; shall be the chief executive officer of the Corporation; shall have and exercise general charge and supervision of the affairs of the Corporation; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned to him by the Board of Directors.

Section 4.05. Vice-President. The Vice-Presidents, in the order designated by the President or the Board, shall exercise and perform all powers of, and perform duties incumbent upon, the President during the President's absence or disability and shall exercise and perform such other powers and duties as this Code of By-Laws, the Board, or the President may prescribe.

Section 4.06. Secretary. The Secretary shall have the custody and care of the corporate records and the minute book of the Corporation; shall attend all the meetings of the Board of Directors of the Corporation, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required; and shall attend to the giving and serving of all notices of the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Board of Directors or the President.

Section 4.07. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation; shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation; shall immediately deposit

all funds of the Corporation coming into his/her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation; and shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the President.

Section 4.08. Assistant Officers. The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by the Code of By-Laws, the Board of Directors or the President.

Section 4.09. Removal. Any officer may be removed from office, with or without cause, by the Board of Directors.

Section 4.10. Resignations. Any officer may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is effective unless the notice specifies a later effective date.

ARTICLE V

Loans to Officers and Directors

The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE VI

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE VII

Prohibited Activities

Notwithstanding any other provision of this Code of By-Laws, no member, Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE VIII

Indemnification

Section 8.01. General. Every person who is or was a Director of the Corporation shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in Ind. Code §§23-1-37-3 and -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 (as defined in Ind. Code § 32-1-37-2) (a "Director") of the Corporation, provided that such person is determined in the manner specified in Ind. Code §23-1-37-12 to have met the standard of conduct specified in Ind. Code §23-1-37-8. The Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding, subject to the requirements of Ind. Code §23-1-37-10. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in Ind. Code §23-1-37-12 to determine whether such person is entitled thereto. Every person who is 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 8 shall limit or preclude the exercise of any right under the Law or otherwise relating to indemnification of or the advancement of expenses to any director, officer or employee of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer or employee.

Section 8.02. Applicability. The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Article 8 (i) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (ii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

ARTICLE IX

Miscellaneous

Section 9.01. Execution of Documents. All checks, drafts, notes, bonds, bill of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be registered bonds, or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any one of the following officers: President, Vice-President, Treasurer or Secretary.

Section 9.02. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for civic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Code, or any corresponding provisions of any subsequent federal tax laws, or to the Unit, for a public purpose.

ARTICLE X

Amendments

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board of Directors, subject to the provisions of Section 6.03 of the Articles of Incorporation of the Corporation, which power shall be exercised by affirmative vote of a majority of the Directors; provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to the Code of By-Laws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned.

The Daleville Building Corporation will meet on Monday, October 16, 2017 at 6:00 p.m.
at the Daleville Town Hall, 8019 S. Walnut Street, Daleville, Indiana.