

**ARTICLES OF INCORPORATION**

**OF**

**GCC FOUNDATION, INC.**

The undersigned Incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Articles of Incorporation (the "Articles"):

ARTICLE I

Name

The name of the Corporation is GCC Foundation, Inc.

ARTICLE II

Purposes

This corporation is a nonprofit public benefit corporation that shall be organized and operated exclusively to conduct, support, encourage, and assist such charitable, educational, and exempt purposes as are described in 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"), or corresponding provisions of any subsequent federal tax laws.

ARTICLE III

Powers

Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3),

2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act and by other law, and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

#### ARTICLE IV

##### Period of Existence

The period during which the Corporation shall continue is perpetual.

#### ARTICLE V

##### Initial Registered Agent and Initial Registered Office

Section 1. The name of the initial registered agent in charge of the Corporation's registered office is Phillip Abookire, and the address of such registered agent is 5504 E. 146<sup>th</sup> Street, Noblesville, Indiana 46060. The street address of the initial registered office of the Corporation is 5504 E. 146<sup>th</sup> Street, Noblesville, Indiana 46060.

Section 2. The undersigned hereby represents that the registered agent named in Section 1 of this Article has consented to the appointment of registered agent.

## ARTICLE VI

### Incorporator

The name and address of the Incorporator of the Corporation is Phillip Abookire, 5504 E. 146<sup>th</sup> Street, Noblesville, Indiana 46060.

## ARTICLE VII

### Members

The Corporation shall not have members as that term is defined in the Act. The Corporation may, however, designate as "members" individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designation shall carry no legal significance under the Act and shall not entitle such "members" to any vote on Corporation matters or to attendance at Corporation meetings.

## ARTICLE VIII

### Directors

The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation (the "Bylaws") at a number no smaller than three (3).

## ARTICLE IX

### Initial Board of Directors

The names and addresses of the members of the initial Board of Directors are as follows:

Keith Carlson  
1461 Beacon Way  
Carmel, IN 46032

Shane Whybrew  
14559 Waverly Dr  
Carmel, IN 46033

Marcus Casteel  
4031 Madeline Lane  
Carmel, IN 46033

## ARTICLE X

### Election, Designation, or Appointment of Directors

The directors of the Corporation shall be elected, designated, or appointed in the manner and for terms as specified in or fixed in accordance with the Bylaws.

## ARTICLE XI

### No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

## ARTICLE XII

### Regulation of Corporate Affairs

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

Section 1. Notwithstanding any other provision of these Articles, if for any taxable year the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.

Section 2. Notwithstanding any other provision of these Articles, at any time the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall not:

- 2.1. Engage in any act of self-dealing as defined in Code section 4941(d);
- 2.2. Retain any excess business holdings as defined in Code section 4943(c);
- 2.3. Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or
- 2.4. Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code section 501(c)(3).

Section 4. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 5. 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.

Section 6. Subject to the provisions of these Articles 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 7. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 8. No director of the Corporation shall be liable for any of its obligations.

Section 9. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 10. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, and applicable law.

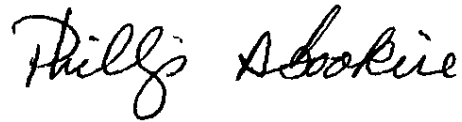
Section 11. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

### ARTICLE XIII

#### Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed as determined by the Board of Directors, subject to any contractual or legal requirement, to one or more other organizations that are organized and operated for purposes substantially the same as those of the Corporation and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

IN WITNESS WHEREOF, the undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of State of Indiana for filing and verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 16th day of January, 2017.

A handwritten signature in black ink that reads "Phillip Abookire". The signature is written in a cursive style with a large initial "P".

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Phillip Abookire

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