

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

HOWE MILITARY SCHOOL ALUMNI ASSOCIATION, INC.

The undersigned officer of Howe Military School Alumni Association, Inc., pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby executes the following Amended and Restated Articles of Incorporation (the “Articles of Incorporation”), which supersede and take the place of the previously existing articles of the Corporation and all provisions and amendments hereto:

ARTICLE I

Name

The name of the Corporation is Howe Military School Alumni Association, Inc. (the “Corporation” or the “Association”).

ARTICLE II

Purposes

This Association is a public benefit corporation that shall be organized and operated exclusively to conduct, support, encourage, and assist such educational, charitable, and other programs and projects 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”). The Association’s purposes shall include, but not be limited to, promoting the mission of Howe Military Academy (f/k/a Howe School, Howe Military School, and The Howe School) (the “School”), and the School’s character and traditions.

ARTICLE III

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Association shall have the power or authority to act in any way that will prevent the Association 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 Association shall possess, in addition to the general rights, privileges, and powers conferred by the Act or by other law, 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 Association shall continue as perpetual.

ARTICLE V

Registered Agent and Registered Office

Section 1. The name and address of the registered agent in charge of the Association's registered office at the time of adoption of these Articles of Incorporation is Mr. Shannon Barton, 5755 N. State Road 9, P.O. Box 495, Howe, Indiana 46746.

Section 2. The street address of the registered office of the Association at the time of adoption of these Articles of Incorporation is 5755 N. State Road 9, P.O. Box 495, Howe, Indiana 46746.

Section 3 The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of registered agent.

ARTICLE VI

Membership

The Association shall have members. The characteristics, qualifications, rights, limitations, and obligations of the members shall be set forth in the Association's Bylaws.

ARTICLE VII

Directors

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

ARTICLE VIII

Board of Directors

The names of the members of the Board of Directors of the Association at the time of adoption of these Articles of Incorporation, who shall serve for terms as specified in or fixed in accordance with the Association's Bylaws, are as follows:

Shannon Barton
Alice Dancler
Peter Fortier
Tramel Harris
Robert Joss
Brooklynn McGuire
Eleni Mitropoulos
Brian Morabito
Rudy Recile
Fred Seibold

Jules Taylor
Nick Wadenstorer
Andrew Wills
Jennifer Yost

ARTICLE IX

Election of Directors

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

ARTICLE X

No Private Inurement

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

ARTICLE XI

Regulation of Corporate Affairs

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

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

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

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Association to tax

under Code section 4944; or

(d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Neither the Board of Directors nor the Association shall have power or authority to cause any act that will prevent the Association 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 Association shall be or consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 5. The Association shall not participate or intervene in (including the publishing or distributing of politically-oriented 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 of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Association.

Section 7. The power to make, alter, amend, and repeal the Association's Bylaws shall be vested in the Board of Directors, subject to approval by the Association's members.

Section 8. No director or member of the Association 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 Association shall have the right to rely upon any action taken by the Association pursuant to authorization by the Board of Directors or, where applicable, by the members, by resolution duly adopted in accordance with the

Association's Articles of Incorporation, Bylaws, and applicable law.

Section 11. For the furtherance of the Association's purposes, The Board of Directors shall have the authority to create, oversee, and dissolve committees. The Board shall designate in the Bylaws of the Association, or by resolution, the names, scopes and purposes of those committees deemed desirable and proper.


ARTICLE XII

Dissolution of the Corporation

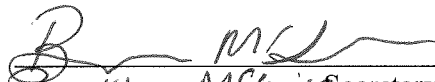
Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of by the Board shall be disposed of by a court of competent jurisdiction, exclusively to such organization or organizations, as said court shall determine, which are organized and operated for purposes substantially the same as those of the Association, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned officers of the Association hereby present these Amended and Restated Articles of Incorporation to the Secretary of State of Indiana for filing, and state that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the previously existing articles of the Association, and the Bylaws of the Association.

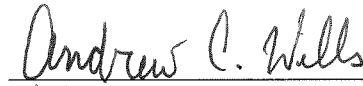
IN WITNESS WHEREOF, the undersigned officers hereby verify and affirm,
subject to penalties of perjury, that the representations contained herein are true.



Daniel C. Harris, President
Dated: 5/22/15



Brooklyn McGuirk, Secretary
Dated: 5/22/15



Andrew C. Wells, Treasurer
Dated: 5/23/15

This instrument was prepared by Heather E. Moore, Attorney at Law, Faegre Baker Daniels LLP,
300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.