

"Not-for-Profit" as applied to corporations means, "... any corporation which does not engage in any activities for the profit of its members and which is organized and conducts its affairs for the purposes other than the pecuniary gain of its members". (Indiana Code, 23-7-1.1-2[d])

Corporate Form No.364-1 (April 1976)
Page One

ARTICLES OF INCORPORATION
(Not for Profit)

Prescribed by Larry A. Conrad
Secretary of State of Indiana

INSTRUCTIONS:

Use 8 1/2 x 11 Inch Paper for Inserts

Present 2 Executed Copies to Secretary of
State, Room 155, State House, Indianapolis,
Indiana 46204

The recording of a third executed copy with the
County Recorder is no longer statutorily
required.

FILING FEE is \$26.00

**ARTICLES OF INCORPORATION
OF**

Indiana Regional Mathematics Consortium Incorporated

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to its the "Corporation ") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971 (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Indiana Regional Mathematics Consortium Incorporated.
(The name shall include the word "Corporation" or "Incorporated", or one of the abbreviations thereof.)

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

to promote excellence in mathematics instruction in the post- secondary institutions of Indiana and surrounding states and to provide a forum for the common concerns of those institutions relating to the mathematics normally taught during the first two years.

**ARTICLE III
Period of Existence**

The period during which the Corporation shall continue is Perpetual
(will either be "Perpetual", or, if to be limited, some definite period of time.)

**ARTICLE IV
Resident Agent and Principal Office**

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is

(Name)

..... INDIANA
(Number and Street or Building) (City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office or the Corporation is

..... INDIANA
(Number and Street or Building) (City) (State) (Zip Code)

**ARTICLE V
Membership**

(A minimum of (3) persons shall have signed the membership list. Directors or Trustees or Incorporators may be included in the Membership.)

Section 1. Classes. (If any)

- Regular (voting) membership
- Institutional membership
- Student membership
- Any individual or corporation

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes.

Regular (voting) membership shall be open to all faculty of post-secondary educational institutions in Indiana and surrounding states.

Any individual or corporation may support the work of the Consortium and may enroll as a sustaining member by contributing financial support according to a minimum schedule to be set by the Board.

Section 3. Voting Rights of Classes.

PLEASE NOTE: The Corporation shall confer upon every member a certificate by the President (or Vice-President) and Secretary (or Assistant Secretary), stating that he is a member of the Corporation.

ARTICLE VI
Directors

Section 1. Number of Directors. The initial Board of Directors is composed of members. If the exact number of Directors is not stated, the minimum number shall be and the maximum number shall be Provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation: AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

Section 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

Name	Number and Street or Building	City	State	Zip Code
John R. Ingram, Jr.,	R.R. #1, Box 197,	Bicknell,	Indiana	47512
Rudy Svoboda,	2804 Nordholme,	Fort Wayne,	Indiana	46805
Larry Steldt,	5600 S. Webster St.,	Kokomo,	Indiana	46901
Kenneth King,	1112 N. DeQuincy,	Indianapolis,	Indiana	46201
John Anderson,	1560 Bloomington St.,	Greencastle,	Indiana	46135
Ed Bedmar,	202 Finch Trail,	Michigan City,	Indiana	46360
Marvin Bittinger,	3011 Whispering Terrace,	Carmel,	Indiana	46032
Thomas A. Boyle,	190 Pathway Lane,	W. Lafayette,	Indiana	47906
Mary Ann Collier,	60 1/2 Madison St.,	Franklin,	Indiana	46131
Harold Haines,	906 Mington Pike,	Richmond,	Indiana	47374
Linda Jones,	3311 Opell Drive,	Vincennes,	Indiana	47591
Donald R. Kerr, Jr.,	2321 Montclair Avenue,	Bloomington,	Indiana	47401
Susan Lapworth,	121 Berkeley Dr. ,	Terre Haute,	Indiana	47803
John Lavrakas,	802 Arch Avenue,	South Bend,	Indiana	46618
David Miller,	9408 Lodge Ct.,	Indianapolis,	Indiana	46231
Vesper Moore,	R.R. 32, Box 9,	Terre Haute,	Indiana	47803

(Continued on page 3b)

ARTICLE VII
Incorporator(s)

Section I. Names and Post Office Addresses. The names and post office address(es) of the incorporators of the Corporation is (are) as follows

Name	Number and Street or Building	City	State	Zip Code
John R. Ingram, Jr.,	R.R. #1, Box 197,	Bicknell,	Indiana	47512
Rudy Svoboda,	2804 Nordholme,	Fort Wayne,	Indiana	46805
Larry Steldt,	5600 S. Webster St.,	Kokomo,	Indiana	46901
Kenneth King,	1112 N. DeQuincy,	Indianapolis,	Indiana	46201
John Anderson,	1560 Bloomington St.,	Greencastle,	Indiana	46135
Ed Bedmar,	202 Finch Trail,	Michigan City,	Indiana	46360
Marvin Bittinger,	3011 Whispering Terrace,	Carmel,	Indiana	46032
Thomas A. Boyle,	190 Pathway Lane,	W. Lafayette,	Indiana	47906
Mary Ann Collier,	60 1/2 Madison St.,	Franklin,	Indiana	46131
Harold Haines,	906 Mington Pike,	Richmond,	Indiana	47374
Linda Jones,	3311 Opell Drive,	Vincennes,	Indiana	47591
Donald R. Kerr, Jr.,	2321 Montclair Avenue,	Bloomington,	Indiana	47401
Susan Lapworth,	121 Berkeley Dr. ,	Terre Haute,	Indiana	47803
John Lavrakas,	802 Arch Avenue,	South Bend,	Indiana	46618
David Miller,	9408 Lodge Ct.,	Indianapolis,	Indiana	46231
Vesper Moore,	R.R. 32, Box 9,	Terre Haute,	Indiana	47803

(Continued on page 3b)

ARTICLE VI (Continued)
Directors

Name	Number and Street or Building	City	State	Zip Code
Charles Parish,	R.R. 1,	Redkey,	Indiana	47373
Jerry Phillips,	Route 1, Box 15,	Oakland City,	Indiana	47660
William Ritter,	19 West Lawrin Blvd. ,	Terre Haute,	Indiana	47803
Frank R. Steldt,	5600 S. Webster Street,	Kokorno,	Indiana	46901
Earl Zwick,	30 Chickadee Dr.,	Terre Haute,	Indiana	47803

ARTICLE VII (Continued)
Incorporator(s)

Name	Number and Street or Building	City	State	Zip Code
Charles Parish,	R.R. 1,	Redkey,	Indiana	47373
Jerry Phillips,	Route 1, Box 15,	Oakland City,	Indiana	47660
William Ritter,	19 West Lawrin Blvd. ,	Terre Haute,	Indiana	47803
Frank R. Steldt,	5600 S. Webster Street,	Kokorno,	Indiana	46901
Earl Zwick,	30 Chickadee Dr.,	Terre Haute,	Indiana	47803

ARTICLE VIII
Statement of Property (If any)

A statement of the property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation are as follows:

ARTICLE IX
Provisions for Regulation and Conduct
Of the Affairs of Corporation
(Can be the "By Laws")

1. Powers

The general corporate powers shall be provided by Indiana Statutes _____. All powers are vested in a Board of Directors, whose members are elected or appointed according to the procedures described in Article 4 of these By-Laws. The Board of Directors shall meet annually and at other times it deems advisable. In order to take action at such a meeting, a quorum of 60% of the membership of the board or their designated representatives must be present. At the initiative if the Chariman of the Board of the Board of Directors, action may be taken by mail vote instead of in a meeting. In this case, a decision requires the concurrence of a majority of the members of the full board.

2. Officers

At the annual meeting the Board will choose from among its members certain officers to serve for a year until the next annual meeting. Among these officers shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. These four shall constitute the Executive Committee of the Board. The Executive Committee, along with approval of the Board, shall elect from the regular membership an Executive Director who shall serve for three years each appointment. The Executive Director shall not serve on the Board of Directors but shall serve the Consortium in the day-to-day administration of the business of the Consortium. The Board may at its discretion delegate any specific part of its corporate authority to any of these officers or to the Executive Committee as a whole. In all cases,

(continued on page 4b)

ARTICLE IX (Continued)

the Chairman and Treasurer are authorized to execute the instruments of conveyance or encumbrance of corporate property and all contracts into which the Consortium shall enter.

3. Members

There shall be four classes of membership in the Consortium:

- (a) Regular (voting) membership shall be open to all faculty of post-secondary educational institutions in Indiana and surrounding states.
- (b) Institutional membership.
- (c) Student membership
- (d) Any individual or corporation may support the work of the Consortium and may enroll as a sustaining member by contributing financial support according to a minimum schedule to be set by the board.

Each year at its annual meeting the Board shall adopt a schedule of dues for members for the following fiscal year. (The fiscal year shall begin on July 1.)

4. Board of Directors

The Board of Directors of the Consortium shall initially consist of twenty-one (21) regular members, of which seven shall serve for a term of one year, seven for two years, and seven for three years.

A Nominating Committee named by the Executive Committee shall conduct an election each year to fill Board positions next scheduled to be vacated. The terms of office shall be three years. No more than two members from the same campus of an institution represented in the Consortium shall be elected to serve concurrent terms on the Board. A duly elected member shall be empowered to designate any member as his alternate.

5. Changes in the By-Laws

These By-Laws may be modified by a two-thirds vote of the Board of Directors in conformity with Indiana State Statutes, or by a majority of the regular membership.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation. representing
beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a
membership list or lists of the above named corporation for which a Certificate of Incorporation is hereby
applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have
signed such membership list.

IN WITNESS WHEREOF, I (we) the undersigned do hereby execute these Articles or Incorporation and
certify the truth of the facts herein stated, this day of 19

..... (Written Signature) (Written Signature)
..... (Printed Signature) (Printed Signature)
..... (Written Signature) (Written Signature)
..... (Printed Signature) (Printed Signature)

NOTARY ACKNOWLEDGEMENT
(required)

State of Indiana
County of SS:

Before me, , a Notary Public in and for said county and
State, personally appeared the above incorporator(s) and (severally) acknowledged the execution of the
foregoing Articles of Incorporation.

Notary Seal
Required
.....
(Written Signature)
..... , Notary Public
(Printed Signature)

My commission expires:

WITNESS my hand and Notarial
Seal this day of ,
19.

This instrument was prepared by
(Name)

.....
(Number and Street or Building) (City) (State) (Zip Code)