

BY-LAWS OF
FORT WAYNE CENTRAL IMPROVEMENT FOUNDATION, INC.

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be in Allen County, Indiana.

Section 2. Other Offices. The Corporation may also have other offices at such places within or without the State of Indiana as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the Corporation shall be held in Allen County, Indiana on or before the third Tuesday in May, if such day is not a legal holiday, but if such day is a legal holiday, then on the next succeeding business day. At the annual meeting, the Directors for the ensuing year shall be elected, the officers of the Corporation shall present their annual reports, and all such other business as may properly be brought before the meeting shall be transacted. The Secretary of the Corporation shall cause notice of the annual meeting to be given to each member of record of the Corporation entitled to vote by depositing in the United States mail, postage prepaid, in an envelope addressed to the address of each such member as the same appears upon the records of the Corporation, a

written or printed notice stating the place, day, and hour of the holding of such meeting, such notices to be mailed at least ten (10) days before the date of such meeting.

Section 2. Special Meetings. Special meetings of the members may be in Allen County when called in writing by the President or Secretary of the Corporation or by resolution of the Board of Directors of the Corporation, or upon the written request of five members of the Corporation entitled to vote upon the business to be transacted at the meeting. The Secretary of the Corporation shall cause notice of the holding of any such special meeting to be given to each member entitled to vote upon the business to be transferred at the meeting by depositing in the United States mail, postage prepaid, in an envelope addressed to the address of each such member as the same appears upon the books of the Corporation a written or printed notice stating the place, day, hour, and purpose or purposes for which such meeting is called, such notice to be so mailed at least ten (10) days before the date of such meeting.

Section 3. Waiver of Notice. Notice of any members' meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting in person, or by proxy when the instrument of proxy sets forth in reasonable detail the purpose or purposes for which the meeting is called, shall constitute a waiver of notice of such meeting. Each

member who has, in the manner above provided, waived notice of a members' meeting or who personally attends a members' meeting or is represented thereat by a proxy authorized to appear by an instrument of proxy complying with the requirements above set forth, shall be conclusively presumed to have been given due notice of such meeting. When all members shall meet in person or by an instrument of proxy complying with the requirements above set forth, such meeting shall be valid for all purposes and at such meeting any corporate action may be taken.

Section 4. Action by Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of members may be taken without a meeting if prior to such action a consent in writing setting forth the action to be taken is signed by all members entitled to vote, and such written consent is filed with the minutes of the proceedings of the members.

Section 5. Voting. At each meeting of the members only members shall have the right to vote, and the members shall possess full voting rights.

Section 6. Voting List. The Secretary of the Corporation shall at all times keep at the principal office of the Corporation a complete and accurate list of all members entitled by the Articles of Incorporation to vote, which list may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE III

DIRECTORS

Section 1. Number. The property and business of the Corporation shall be managed by its Board of Directors, which board shall consist of six (6) persons, a majority of whom must be citizens of the United States; provided, however, that the number of directors constituting the Board of Directors may be changed from time to time by amending the by-laws of the Corporation to any number not less than five (5) directors nor more than twenty-five (25). Directors need not be members. They shall be elected at the annual meeting of the members or at a special meeting called for that purpose. Each director shall be elected to serve for one year and/or until his successor shall be elected and qualified.

Section 2. Vacancies. Any director may resign his office at any time by delivering his resignation in writing to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Any vacancy occurring in the Board of Directors caused by any reason whatsoever shall be filled by the vote of the members of the Corporation entitled to vote at the next annual meeting of the Corporation or at a special meeting called for the purpose of filling the vacancy.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the members.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or the Secretary of the Corporation or by any two (2) of the members of the Board. The Secretary shall give notice of such special meetings to each director by depositing in the United States mail, postage prepaid, in an envelope addressed to each such director, a written or printed notice of the date, place, and purpose of the holding of such meeting, such notice shall be mailed at least three (3) days before the date of such meeting. Notice of the date, place and purpose of the holding of any such special meeting of the Board of Directors may be waived in writing 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 thereof. Attendance at any meeting in person by any director shall constitute a waiver of notice of such meeting. Whenever all of the directors shall meet, such meeting shall be valid for all purposes and at such meeting any corporate action may be taken.

Section 5. Directors' Action by Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to such action a written consent to such action is signed by all of the members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors.

Section 6. Quorum. A majority of the actual Board of Directors elected and qualified, from time to time, shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the Act of the Board of Directors, unless the act of a greater number is required by The Indiana General Not For Profit Corporation Act.

Section 7. Reimbursement. Members of the Board of Directors shall be entitled to reasonable reimbursement for expenses incurred on behalf of the Corporation.

ARTICLE IV

OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President, a Treasurer and a Secretary, all of whom shall be elected by the Board of Directors of the Corporation at the first meeting thereof immediately following the annual meeting of the members, and shall hold office until their successors are elected and qualified. One person may hold more than one office except that the offices of the President and Secretary shall not be held by the same person. The President shall be chosen from among the directors of the Corporation.

Section 2. Reimbursement. The officers shall be entitled to reasonable reimbursement for expenses incurred on behalf of the Corporation.

Section 3. Duties. The President shall be the chief executive officer of the Corporation and shall have the powers and perform the duties usually incident to that office. He shall preside at all meetings of the members and of the Board of Directors. The Secretary shall keep or cause to be kept a full, true, and complete record of all of the meetings of the members and of the Board of Directors and shall have charge of the minute book of the Corporation and of all of its other books and documents. He shall have custody of the corporate seal and he shall affix the same to and countersign papers requiring such acts but only upon the order of the Board of Directors or the President, and shall perform such other duties as may be required by the Board of Directors or the President. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep, or cause to be kept, correct and accurate books of account and shall also deposit, or see to the deposit of the funds of the Corporation in a depository to be approved by the Board of Directors. The Treasurer shall also perform such other duties as the President or the Board of Directors shall require. The Treasurer shall, before entering upon his duties, if required by the Board of Directors, execute a bond with surety to be approved and in an amount to be fixed by the Board of Directors.

ARTICLE V

FISCAL YEAR

Section 1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE VI

FUNDS

Section 1. Depository. The funds of the Corporation shall be deposited in a depository or depositories to be selected by the Board of Directors of the Corporation.

Section 2. Withdrawal of Funds. The funds of the Corporation may be withdrawn and disbursed by such officers as may be designated by order of the Board of Directors.

ARTICLE VII

AMENDMENT

These by-laws may be amended at any regular meeting or special meeting of the Board of Directors called for that purpose, or at any meeting, regular or special, at which all directors are present, by the affirmative vote of a majority of the Board.