

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WELLNESS COUNCIL OF INDIANA, INC.**

Wellness Council of Indiana, Inc. (the “Corporation”) being organized under the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby sets forth its First Amended and Restated Articles of Incorporation (the “Articles of Incorporation”) as follows:

ARTICLE I

Name

The name of the Corporation is Wellness Council of Indiana, Inc.

ARTICLE II

Classification of Corporation

The Corporation is a public benefit corporation.

ARTICLE III

Purposes and Powers

Section 3.1. Purposes. The Corporation is organized and operated exclusively for the following purposes as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenues Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “Code”), and the Treasury Regulations, promulgated thereunder (the “Regulations”), and as may qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code and the Regulations promulgated thereunder:

- (a) The primary purposes of the Corporation shall include:
 - (i) to convince chief executive officers of the importance of encouraging healthy lifestyles for their employees;
 - (ii) to enlist the active support of these corporate officials in providing specific health and fitness programs at their own worksites;
 - (iii) to provide health information and fitness programs to members of the business community involved in worksite wellness programs – and thereby encourage employees to take responsibility for their own health and well being;

(iv) to serve as an advisory body for individual businesses involved in wellness endeavors at the worksite; and

(v) to promote good health practices throughout the community by involving employers, employees and their families in on-going wellness activities.

(b) In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable purposes.

Section 3.2. Nonprofit Purposes.

(a) The Corporation is organized and operated exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1.

(b) Except as otherwise provided in accordance with Section 501(h) of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(vi) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or

(vii) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Code.

Section 3.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 3.4. Limitations on Powers. If the Corporation is or becomes a private foundation (as defined in Section 509(a) of the Code), the Corporation shall be subject to the following requirements:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the taxes on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing by Section 4941 of the Code.

(c) The Corporation shall not retain any excess business holdings which would subject it to the taxes on excess business holdings imposed by Section 4943 of the Code.

(d) The Corporation shall not make any investments in such a manner as to subject it to the taxes on investments that jeopardize charitable purposes imposed by Section 4944 of the Code.

(e) The Corporation shall not make any expenditures which would subject it to the taxes on taxable expenditures imposed by Section 4945 of the Code.

ARTICLE IV **Distribution of Assets on Dissolution or Complete Liquidation**

In the event of the dissolution or complete liquidation of the Corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the remaining 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 charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation upon dissolution or complete liquidation of the Corporation.

ARTICLE V
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

Section 6.1. Registered Office and Registered Agent. The street address of the Corporation's registered office is 115 West Washington Street, Suite 850S, Indianapolis, Indiana 46244-0926 and the name of the Corporation's registered agent at that office is Kevin M. Brinegar.

Section 6.2. Principal Office. The post office address of the principal office of the Corporation is 115 West Washington Street, Suite 850S, Indianapolis, Indiana 46244-0926.

ARTICLE VII
Members

The Corporation shall have no members.

ARTICLE VIII
Board of Directors

Section 8.1. Number, Appointment and Term of Office. The number of directors, method of appointment of directors, and the term of office of directors is provided below.

(a) Number. The Board of Directors of the Corporation shall consist of three (3) members, unless changed by amendment of this Section 8.1.

(b) Appointment. The three (3) director position shall be filled as follows:

- (i) the Indiana Chamber of Commerce, Inc. (the "Chamber") shall appoint two (2) individuals to the Corporation's Board of Directors; and
- (ii) the President of the Advisory Board of the Corporation shall automatically be appointed to the Corporation's Board of Directors (sometimes hereinafter referred to as the "Automatic Board Member").

(c) Term of Office. The term of office for each director shall be for a period of one (1) year and until his or her successor is appointed, or until his or her earlier resignation, death or removal from office. The Automatic Board Member appointed to the Board of Directors on the basis of his or her position as the President of the Advisory Board shall automatically be terminated as a director, without further action required by the Corporation, if the individual no

longer holds the position of President of the Advisory Board entitling and mandating such service on the Corporation's Board of Directors.

Section 8.2. Vacancies. With respect to appointments of individuals to the Board of Directors by Chamber, any vacancy occurring on the Board of Directors caused by the resignation, death or removal of a member of the Board of Directors shall be filled by the appointment of a new individual by the Chamber. With respect to the Automatic Board Member, any vacancy on the Corporation's Board of Directors shall remain unfilled until such time as the position of President of the Advisory Board entitling and mandating service on the Corporation's Board of Directors is filled.

Section 8.3. Removal of Directors. The Chamber may remove any individual that the Chamber has appointed to the Board of Directors at any time, so long as the Chamber provides written notice of the removal to the affected member of the Board of Directors and the other members of the Board of Directors. The Chamber, with the written consent of a majority of the members of the Advisory Board, may also remove the Automatic Board Member.

Section 8.4. Resignation of Directors. With the exception of the Automatic Board Member, a director may resign at any time by giving written notice to the Chamber and the other members of the Board of Directors. Resignation is effective at the time designated in such notice or, if no such designation is made, on the date that the Chamber and the remaining members of the Board of Directors receive such notice. Should the Automatic Board Member no longer be President of the Advisory Board (by resignation or otherwise), then such person shall have been deemed to have resigned from the Board of Directors.

Section 8.5. Advisory Board. In accordance with applicable provisions set forth in the Corporation Bylaws, the Corporation shall have an Advisory Board.

ARTICLE IX **Indemnification**

Section 9.1. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

- (a) a member of the Board of Directors of the Corporation,
- (b) an officer of the Corporation or Advisory Board,
- (c) a member of the Advisory Board of the Corporation, or
- (d) while a director, officer or advisory board member of the Corporation, serving at the Corporation's request as a director, officer, member of the Advisory Board, partner, trustee, employee or agent of another foreign or domestic corporation,

partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not (each an “Indemnitee”),

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 9.2. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors, officers and members of the Advisory Board to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, member of the Advisory Board, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation “to the benefit of any private shareholder or individual” or “an excess benefit transaction” within the meaning of Section 501(c)(3) or 4958 of the Code.

Section 9.3. Definitions. For purposes of this Article:

(a) A person is considered to be serving an employee benefit plan at the Corporation’s request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(b) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.

(c) The term “expenses” includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(d) The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.

(e) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(f) The term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

ARTICLE X

Provisions for Regulation and Conduct of the Affairs of Corporation

In addition to the Bylaws and consistent with the Act, the following provisions for the regulation and conduct of the affairs of the Corporation, and for the creation, definition, limitation or regulation of the powers of the Corporation and its directors, shall apply:

Section 10.1. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, upon the approval and affirmative vote of a majority of the entire number of the members of the Board of Directors; provided, however, that no corporate action purporting to amend Article VIII shall be effective unless that action is approved by the affirmative vote of at least seventy-five percent (75%) of the entire number of the members of the Board of Directors.

Section 10.2. Adoption and Amendment of Bylaws. The Corporation reserves the right to make, amend, alter, change or repeal any provisions contained in the Bylaws of the Corporation or in any amendment thereto, upon the approval and affirmative vote of a majority of the entire number of the members of the Board of Directors; provided, however, that no corporate action purporting to amend Section 1.5 or Article II shall be effective unless that action

is approved by the affirmative vote of at least seventy-five percent (75%) of the entire number of the members of the Board of Directors.

[Signature Page Follows]

CERTIFICATE

The undersigned hereby certifies that the foregoing constitutes the First Amended and Restated Articles of Incorporation of the Corporation as of this __ day of November, 2010.

WELLNESS COUNCIL OF INDIANA, INC.

By: _____
Kevin M. Brinegar, President

This instrument was prepared by Kelly A. Doria, Attorney At Law, ICE MILLER LLP, One American Square, Suite 3100, Box 82001, Indianapolis, Indiana 46282-0200.