

INCUMBENCY CERTIFICATE

The undersigned, Robyn Rosenberg, hereby certifies that she is the President of **Brown County Maple Leaf Building Corporation** ("Borrower"), and the undersigned does hereby further certify as follows:

1. Attached hereto, marked Exhibit A, is a true and correct copy of the current Articles of Incorporation of Borrower, together with all amendments thereto.
2. Attached hereto, marked Exhibit B, is a true and correct copy of the By-Laws of Borrower, together with all amendments thereto.
3. Attached hereto, marked Exhibit C, is a true and correct copy of certain resolutions of Borrower dated August 8, 2018 (the "Resolutions"), which were duly and lawfully adopted by Borrower in accordance with the By-Laws and have not been amended, altered, or rescinded and are in full force and effect on the date hereof.
4. Each person identified in the Resolutions has been duly authorized to execute any and all instruments or documents that he/she may deem necessary or appropriate in connection with the Not to Exceed \$200,000 2019 Revolving Line of Credit Loan Agreement transaction with the State Bank of Lizton.
5. Borrower validly exists in the state of its organization and is approved to transact business in the State of Indiana. Attached hereto, marked Exhibit D, is a certificate of existence issued by the State of Indiana.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned hereby certifies the above to be true and has executed this Incumbency Certificate this 11th day of April, 2019.

Brown County Maple Leaf Building Corporation

By: Robyn Rosenberg

Printed: Robyn Rosenberg

Title: President

ARTICLES OF INCORPORATION
OF
BROWN COUNTY MAPLE LEAF BUILDING CORPORATION

The undersigned incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, Indiana Code 23-17 (the "Act"), executes the following Articles of Incorporation:

ARTICLE I.

Name

Section 1.01 **Name.** The name of this Corporation is:

Brown County Maple Leaf Building Corporation

ARTICLE II.

Purposes and Powers

Section 2.01 **Type of Corporation.** This Corporation is a public benefit corporation.

Section 2.02 **General Purpose.** The Corporation is organized solely for the purpose of assisting Brown County, Indiana with the financing of its government facilities and operations through the acquisition and owning in fee simple of an existing building or buildings and the land upon which such is located, the acquisition and owning in fee simple of a site or sites appropriate for a new building or buildings, constructing and equipping a suitable building or buildings on such site or sites, renovating or expanding an existing building or buildings, and leasing or selling the same to Brown County, Indiana, or its successor municipal corporation, collecting the rentals or payments (including installment payments) therefor and applying the proceeds thereof in a manner consistent with the Indiana Code, entirely without profit to the Corporation, its officers, directors, or incorporators, other than the return of capital actually invested.

Section 2.03 **Nonprofit Purposes.** (a) The Corporation is organized exclusively for the promotion of social welfare and is not organized for profit, all within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Director or Officer to the Corporation.

(b) The Corporation shall not engage in carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, 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. The Corporation shall not be operated as a social club for benefit, pleasure or recreation of its members.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities nor exercise any power or authority in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(4) of the Code, or any corresponding provisions of any subsequent federal tax laws.

Section 2.04 Powers. In furtherance of the purposes hereinabove set forth and subject to any limitation or restriction imposed by the Act, any other law or these Articles of Incorporation, the Corporation shall have all the general rights, privileges and powers granted to corporations by the Act.

ARTICLE III.

Registered Office and Registered Agent

Section 3.01 Registered Office. The street address of the registered office of the Corporation is:

911 State Rd 46
Nashville, IN 47448

Section 3.02 Registered Agent. The name of the registered agent of the Corporation at the registered office is:

Andy Szakaly

The Incorporator represents that the registered agent named above has consented to the appointment of registered agent.

ARTICLE IV.

Members

Section 4.01 Membership. The Corporation shall not have members.

ARTICLE V.

Incorporator

Section 5.01 Name and Address of Incorporator. The name and address of the incorporator are as follows:

Thomas A. Pitman, Esq.
11 South Meridian Street
Indianapolis, Indiana 46204

ARTICLE VI.

Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 6.01 Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 6.02 Indemnification. Directors and Officers of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the Corporation or to another organization at the Corporation's request. Persons who are not Directors or Officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The provisions of this Section shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to persons who have ceased to be Directors, Officers or employees, and shall inure to the benefit of their heirs, executors and administrators.

Section 6.03 Code of By-Laws. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Code of By-Laws of the Corporation; provided, that notwithstanding anything herein to the contrary, any amendment is subject to approval in writing by the Board of Commissioners of Brown County, Indiana.

Section 6.04 Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(4) of the Code, or such equivalent provision as may hereafter exist from time to time; and provided, that notwithstanding anything herein to the contrary, any amendment is subject to approval in writing by the Board of Commissioners of Brown County, Indiana.

ARTICLE VII.

Dissolution

Section 7.01 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the 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 civic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Code, or any corresponding provisions of any subsequent federal tax laws, or to Brown County, Indiana, for a public purpose.

ARTICLE VIII.

Board of Directors

Section 8.01 Initial Directors. The following individuals shall serve as the initial Board of Directors of the Corporation:

Bill Austin
1424 Country Club Road
Nashville, IN 47448

Michael A. Laros
2477 Lanam Ridge Road
Nashville, IN 47448

Robyn Rosenberg
4146 Webber Hill Road
Trafalgar, IN. 46181

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 5, executes these Articles of Incorporation this 30th day of November, 2017.

A handwritten signature in cursive script that reads "Thomas A. Pitman". The signature is written in dark ink and is positioned above a horizontal line.

Thomas A. Pitman, Incorporator



STATEMENT OF CHANGE OF REGISTERED AGENT

State Form 56367 (R3 / 7-18)

Approved and Filed
201711301226314/8148834
Filing Date: 01/14/2019
Effective :01/10/2019 11:00
CONNIE LAWSON
Indiana Secretary of State

Indiana Code 23-0.5-4-6

NO FILING FEE

The undersigned, desiring to change the registered agent information on file with the Secretary of State pursuant to the provisions of Indiana Code 23-0.5-4-6, executes the following Statement of Change of Registered Agent.

ARTICLE I - ENTITY INFORMATION

The name of the entity

Brown County Maple Leaf Building Corporation

The name of the current registered agent

Andy Szakaly

ARTICLE II - REGISTERED AGENT INFORMATION

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to INBIZ.in.gov.

Electronic Service of Process Information

Sending an e-mail to the e-mail address provided by a registered agent is NOT sufficient to effectuate valid service of process.

The Secretary of State is currently collecting a service of process e-mail address for registered agents under IC 23-0.5-4-3. Until the Indiana Supreme Court writes rules and develops a technical solution, valid service may not be effectuated electronically.

If you do not want to provide a service of process e-mail address, you may choose to use a commercial registered agent. Because all commercial registered agents are required to have a service of process e-mail address on record with the Secretary of State, choosing to use a commercial registered agent means that you are not required to provide another service of process e-mail address.

Provide either commercial registered agent or noncommercial registered agent information below.

☐ Commercial registered agent

Name of registered agent (Do not provide address.)

OR

☒ Noncommercial registered agent

Name of registered agent

Dana Beth Evans

Address (number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)

200 Maple Leaf Boulevard

City

Nashville

State

IN

ZIP code

47448

E-mail address of the registered agent at which the registered agent will accept electronic service of process

dlyddan@gmail.com

☒ By checking the box, the Signator(s) represent(s) that the Registered Agent named in this Statement of Change of Registered Agent has consented to the appointment of Registered Agent.

In Witness Whereof, the undersigned duly authorized representative of the entity executes this Statement of Change of Registered Agent and verifies, subject to penalties of perjury, that the statements contained herein are true, this 26 day of December, 20 18.

Signature

Robyn Rosenberg

Printed name

Robyn Rosenberg

Title

President

IN SEC OF STATE RCVD
JAN 10 '19 PM4:21

BY-LAWS
OF
BROWN COUNTY MAPLE LEAF BUILDING CORPORATION

ARTICLE I
Name

Section 1.1. The name of the Corporation is Brown County Maple Leaf Building Corporation (“Corporation”).

ARTICLE II
Fiscal Year

Section 2.1. The fiscal year of the Corporation shall begin each year on the first day of January and end on the last day of December of the same year.

ARTICLE III
Members

Section 3.1. Membership. The Corporation shall have no members.

ARTICLE IV
Board of Directors

Section 4.1. Appointment Number and Term of Office. The Directors shall be elected for terms of three (3) years, except for the filling of vacancies on the Board as provided in Section 4.2 of this Article.

The number of Directors of the Corporation shall be three (3) unless changed by amendment of this section.

All Directors, except in the case of earlier resignation, removal or death, shall hold office until their respective successors are chosen and qualified.

Section 4.2. Vacancies. Any vacancy on the Board of Directors caused by an increase in the number of Directors shall be filled following the favorable vote of a majority of the initial Board of Directors. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Any vacancy occurring in the Board of Directors caused by resignation, death or other incapacity shall be filled following the favorable vote of a majority of the initial Board of Directors.

Section 4.3. Annual Meeting of Directors. The Board of Directors shall meet each year on the first Monday in April, at such place either within or without the State of Indiana as shall be set forth in the notice of the meeting, for the purpose of election of officers and consideration

of any other business that may properly come before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be necessary.

Section 4.4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, either within or without the State of Indiana, as may be fixed by the Directors. Such regular meetings of the Board of Directors may be held without notice or upon such notice as may be fixed by the Directors.

Section 4.5. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by not less than one-third of the members of the Board of Directors. Notice of the time and place, either within or without the State of Indiana, of a special meeting shall be served upon, telephoned, mailed, or emailed to each Director at his or her usual place of business or residence at least forty-eight (48) hours prior to the time of the meeting. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a director in person at any such special meeting shall constitute a waiver of notice.

Section 4.6. Quorum. A majority of the actual number of Directors in office immediately before a meeting begins, shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of a majority of the Directors present at the 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 Nonprofit Corporation Act of 1991 ("Act"), by the Articles of Incorporation, or by these By-Laws. For the filling of vacancies by the Board of Directors, a majority of the Directors then holding office shall be necessary to constitute a quorum.

Section 4.7. Participation in Meetings. A Director, who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken, unless (a) his dissent shall be affirmatively stated by him at and before the adjournment of such meeting (in which event the fact of such dissent shall be entered by the secretary of the meeting in the minutes of the meeting), or (b) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of dissent provided for by either clause (a) or clause (b) of the immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a Director who voted at the meeting in favor of such matter and did not change his vote prior to the time that the result of the vote on such matter was announced by the chairman of such meeting.

ARTICLE V

Officers

Section 5.1. Principal Officers. The officers of the Corporation shall be a President, a Treasurer, a Secretary, Vice President and such assistant officers as may be determined from time to time by the Board of Directors. The same individual may simultaneously hold more than one (1) office of the Corporation, except for the President.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be chosen annually by the Board of Directors at the annual meeting thereof. Each such officer shall hold office until his or her successor shall have been duly chosen and qualified, or until his or her death, or until such officer shall resign, or shall have been removed in the manner hereinafter provided.

Section 5.3. Removal. Any officer may be removed, either with or without cause, at any time, by resolution adopted at any meeting of the Board of Directors by a majority of the actual number of directors elected and qualified from time to time.

Section 5.4. Subordinate Officers. The Corporation may have one or more assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as the Board of Directors may prescribe. An Assistant Secretary may, in the event of the absence of the Secretary, attest the execution of all documents by the Corporation.

Section 5.5. Vacancies. Any vacancy in any office for any cause may be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election or appointment to such office for such term.

Section 5.6. President. The President shall be chosen from among the Directors and shall have all such powers and duties as, from time to time, may be assigned to him by the Board of Directors.

Section 5.7. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time assign.

Section 5.8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors. He or she shall upon request exhibit at all reasonable times the books of account and records to any of the Directors of the Corporation during business hours at the office of the Corporation where such books and records shall be kept; shall render upon request by the Board of Directors a statement of the condition of the finances of the Corporation at any meeting of the Board of Directors; shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever, and in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President of the Board of Directors.

Section 5.9. Secretary. The Secretary shall keep or cause to be kept in the books provided for that purpose the minutes of the meetings of the Board of Directors; shall duly give and serve all notices required to be given in accordance with the provisions of these By-Laws and by the Act; shall be custodian of the records and of the seal, if any, of the Corporation and see that the seal, if any, is affixed to all documents, the execution of which on behalf of the Corporation

under its seal is duly authorized in accordance with the provisions of these By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the President or the Board of Directors.

ARTICLE VI Miscellaneous

Section 6.1. Corporate Seal. The Corporation shall have no seal.

Section 6.2. Execution of Contracts and Other Documents. Unless otherwise authorized or directed by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or a Vice President, and, if required, attested by the Secretary or an Assistant Secretary.

Section 6.3. The Corporation shall comply with the Indiana Open Door Law and the Indiana Access to Public Records Act, as required by law.

ARTICLE VII Amendments

Section 7.1. Except as indicated in the Articles of Incorporation, the power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors, but the affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect any alteration, amendment or repeal of these By-Laws

RESOLUTION NO. 2018-91

RESOLUTION OF THE BOARD OF DIRECTORS OF THE BROWN COUNTY MAPLE LEAF BUILDING CORPORATION APPROVING AND AUTHORIZING (1) THE AMENDMENT OF DOCUMENTS GOVERNING THE BROWN COUNTY MAPLE LEAF BUILDING CORPORATION FIRST MORTGAGE NOTES TO PROVIDE THAT THE COUNTY AUDITOR SHALL HAVE NO ROLE OR RESPONSIBILITY IN THE PROJECT FUND REQUISITION PROCESS; (2) THE INCURRENCE OF A LINE OF CREDIT TO PROVIDE FOR UNANTICIPATED PROJECT EXPENSES; (3) THE MAKING OF CERTAIN TECHNICAL AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE BUILDING CORPORATION; (4) THE AMENDMENT OF THE AGENCY AGREEMENT (PROJECT CONSTRUCTION) TO AUTHORIZE CONSTRUCTION MANAGER COMPENSATION; AND (5) OTHER ACTIONS IN RESPECT THERETO

WHEREAS, the Brown County Maple Leaf Building Corporation (the "Corporation") is a nonprofit corporation operating pursuant to the provisions of the Indiana Code 23-17, as amended; and

WHEREAS, the Corporation heretofore issued to State Bank of Lizton its first mortgage notes in two series, designated as the Brown County Maple Leaf Building Corporation First Mortgage Note, Series 2017A, issued in the aggregate principal amount of Nine Million Dollars (\$9,000,000) (the "2017A Note") and the Brown County Maple Leaf Building Corporation First Mortgage Note, Series 2018B, issued in the aggregate principal amount of Three Million Five Hundred Thousand Dollars (\$3,500,000) (the "2018B Note" and, together with the 2017A Note, the "Notes"), for the purpose of providing funds to pay the cost of the acquisition, design, construction, equipping and furnishing of a new Music Venue and Performing Arts Center (including the acquisition of real estate therefor) and related costs (collectively, the "Project"); and

WHEREAS, the Board of Directors of the Corporation (the "Board") has determined that it is in the best interest of the Corporation to amend various documents governing the Building Corporation and the Notes to authorize the requisitioning of Note funds by the Building Corporation without requiring that requisitioned funds be transferred to the County Auditor as an interim step in the requisition process; and

WHEREAS, the Corporation further desires to authorize and approve the incurrence of a line of credit for an amount not to exceed \$200,000 to provide for unanticipated construction expenses and related expenses that may arise from time to time; and

WHEREAS, the Corporation's counsel has recommended certain technical amendments to the Corporation's Articles of Incorporation relating to disposition of assets to the County upon dissolution and the imposition of annual financial reporting requirements to the County and making the Corporation subject to audit by the County, in order to further evidence the Corporation's ability to be treated as a governmental unit for certain federal tax purposes; and

WHEREAS, the Corporation further desires to make modifications to the Agency Agreement (Project Construction) dated May 16, 2018 (the "Agency Agreement"), among the Corporation, Brown County, Indiana, and the Brown County Maple Leaf Management Group, Inc. (the "Management Group") to provide for compensation for construction management services to enable the Management Group to secure appropriate liability insurance;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Brown County Maple Leaf Building Corporation as follows:

SECTION 1. The President of the Board and/or any other officer of the Board is hereby authorized and directed to enter into an amendment of the documents relating to the process of requisitioning Note construction funds for the Project to provide that such funds are not required to first be transferred to the County Auditor. The President of the Board is hereby further authorized and directed to revise the form of requisition previously approved by the Board to reflect that the County Auditor shall not have any role or responsibilities with respect to the Project fund requisition process.

SECTION 2. The President of the Board is hereby authorized and directed to enter into an agreement and any related documents on behalf of the Corporation to incur a line of credit for an amount up to \$200,000, having such additional terms as the President of the Board shall approve, such approval to be evidenced by the President's execution of documents related thereto.

SECTION 3. The President of the Corporation and/or any other officer of the Corporation is hereby authorized and directed to execute and file an amendment to the Articles of Incorporation to provide that assets of the Corporation shall be distributed to the County upon dissolution of the Corporation and to provide that the Corporation shall make periodic (at least annual) financial reports to the County containing information comparable to that required by IRS Form 990 and that the Corporation shall be subject to audit by the County.


SECTION 4. The President of the Corporation and/or any other officer of the Corporation is hereby authorized and directed to execute an amendment to the Agency Agreement to authorize the payment of compensation to the Management Group and/or one or more officers thereof, in the amount of \$50,000, provided that the Management Group and/or such officer or officers thereof agree to donate such compensation toward the cost of the Project.

SECTION 5. The President, the Secretary/Treasurer or any other officer of the Corporation is hereby authorized and directed, in the name and on behalf of the Corporation, to execute, attest and deliver such further instruments and documents, and to take such further actions, in the name of the Corporation as in his or her judgment shall be necessary or advisable in order fully to consummate the transactions described herein and carry out the purposes of this Resolution, and any such documents heretofore executed and delivered and any such actions heretofore taken are hereby ratified and approved.

SECTION 6. This Resolution shall be in full force and effect from and after its passage.

ADOPTED the 8^h day of August, 2018.

BROWN COUNTY MAPLE LEAF
BUILDING CORPORATION



President

State of Indiana
Office of the Secretary of State

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

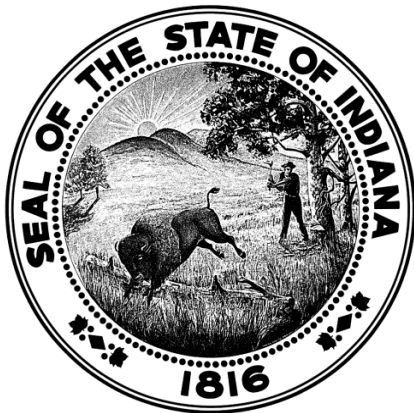
I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

BROWN COUNTY MAPLE LEAF BUILDING CORPORATION

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on November 30, 2017, and was in existence or authorized to transact business in the State of Indiana on April 15, 2019.

I further certify this Domestic Nonprofit Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution, or expiration has been filed or taken place. All fees, taxes, interest, and penalties owed to Indiana by the domestic or foreign entity and collected by the Secretary of State have been paid.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 15, 2019

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

201711301226314 / 2019946348

All certificates should be validated here: <https://bsd.sos.in.gov/ValidateCertificate>

Expires on May 15, 2019.