

CODE OF BY-LAWS
OF
PULASKI COUNTY COURTHOUSE BUILDING CORPORATION

ARTICLE 1

Identification

The name of the Corporation is Pulaski County Courthouse Building Corporation (the “Corporation”).

ARTICLE II

Membership

The Corporation shall not have members.

ARTICLE III

Board of Directors

Section 3.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

Section 3.02. Number. There shall be three (3) Directors of the Corporation, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to less than three (3) nor increased to more than seven (7) Directors. In the event the number of Directors is increased as provided herein, the appointment of any additional Director or Directors shall be made by the Pulaski County Board of Commissioners (the “County”). Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 3.03. Appointment. The Board of Directors shall be appointed by the Mayor of the City annually prior to the date of the annual meeting of the Board of Directors provided in this Article. No member of the Pulaski County Redevelopment Commission or the Pulaski County Commissioners or Pulaski County Council shall be appointed to the Board of Directors.

Section 3.04. Term. Each member of the Board of Directors shall serve for a term of one (1) year, commencing from the first day of January after the his/her appointment, or until the his/her successor is appointed and has qualified, or until he/she has resigned, been removed, or dies; provided, however, an initial member of the Board of Directors shall serve for a term commencing on the date of his/her appointment until the first day of January in the second year after his/her appointment. Incumbent Directors shall be eligible for re-appointment and the number of years a person may serve as a Director is not limited.

Section 3.05. Vacancies. Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by the Pulaski County Board of Commissioners. A Director appointed to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until his/her successor shall be appointed and qualified.

Section 3.06. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation, and to the Pulaski County Board of Commissioners. Such resignation shall take effect when the notice is effective unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 3.07. Removal. Any Director may be removed, with or without cause, by the Pulaski County Board of Commissioners.

Section 3.08. Meetings. All meetings of the Board of Directors shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. An annual meeting of the Board of Directors shall be held within six (6) months after the close of the fiscal year of the Corporation as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof, for the purpose of organization, election of officers and consideration of any other business that may properly be brought before the meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the President, and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such meeting.

Section 3.09. Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same (either by first class mail or electronic mail) or by telephoning or telegraphing or delivering personally the same at least two (2) days before the meeting to the usual business, residence or electronic mail address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary/Treasurer 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 of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.10. Quorum. A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be a majority of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 3.11. Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 3.12. Open Meetings. To the extent required by law, all provisions of the Code of By-Laws regarding the conduct of meetings and notice of meetings shall be subject to the provisions of the Indiana Open Door Law (Indiana Code 5-14-1.5, as amended).

ARTICLE IV

Officers

Section 4.01. Officers and Agents. The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary/Treasurer, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Section 4.02. Election, Term of Office and Qualification. All officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office (unless he/she resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until his/her successor is chosen and qualified.

Section 4.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors or until his/her successor is elected and qualified, or until his/her resignation or removal.

Section 4.04. President. The President shall preside at all meetings of the Board of Directors; shall appoint the chairperson and members of all standing and temporary committees, subject to the review of the Board of Directors; shall be the chief executive officer of the Corporation; shall have and exercise general charge and supervision of the affairs of the Corporation; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned to him/her by the Board of Directors.

Section 4.05. Vice-President. The Vice-Presidents, in the order designated by the President or the Board, shall exercise and perform all powers of, and perform duties incumbent

upon, the President during his/her absence or disability and shall exercise and perform such other powers and duties as this Code of By-Laws, the Board, or the President may prescribe.

Section 4.06. Secretary/Treasurer. The Secretary/Treasurer shall have the custody and care of the corporate records and the minutes book of the Corporation; shall attend all the meetings of the Board of Directors of the Corporation, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board of Directors when required; shall attend to the giving and serving of all notices of the Corporation; shall file and take care of all papers and documents belonging to the Corporation; shall authenticate records of the Corporation as necessary; shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation; shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation; shall immediately deposit all funds of the Corporation coming into his/her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation; shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation; and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Board of Directors or the President.

Section 4.07. Assistant Officers. The Board of Directors may from time to time designate assistant officers who shall exercise and perform 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 may be prescribed by the Code of By-Laws, the Board of Directors or the President.

Section 4.08. Removal. Any officer may be removed from office, with or without cause, by the Board of Directors.

Section 4.09. Resignations. Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is effective unless the notice specifies a later effective date.

ARTICLE V

Loans to Officers and Directors

The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE VI

Fiscal Year

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

ARTICLE VII

Prohibited Activities

Notwithstanding any other provision of this Code of By-Laws, no Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE VIII

Amendments

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board of Directors, subject to the provisions of Section 6.03 of the Articles of Incorporation of the Corporation, which power shall be exercised by affirmative vote of a majority of the Directors; provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to the Code of By-Laws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned.