Indiana Recycling Coalition, Inc. (the “Corporation”), having accepted the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), hereby sets forth its Articles of Incorporation as follows:

**ARTICLE I**

**Name**

The name of the corporation is the Indiana Recycling Coalition, Inc.

**ARTICLE II**

**Type of Corporation**

The Corporation is a nonprofit, public benefit corporation.

**ARTICLE III**

**Members**

The Corporation shall have no members. The Corporation may use the term “member” or “membership” for fund-raising purposes, but such donors shall not constitute a “member” for governance or related purposes under the Act.

**ARTICLE IV**

**Purposes, Powers and Prohibited Activities**

**Section 1 Purposes.** The Corporation is a public benefit corporation 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 Revenue 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 promote all aspects of source reduction, reuse, and recycling of sustainable materials;
(ii) To facilitate efforts among public, government business community, manufacturing industry and others involved in sustainable materials management;

(iii) To promote the use, including utilization in manufacturing processing, of recycled materials and products;

(iv) To educate parties involved or interested in sustainable materials management of the environmental and economic importance of waste reduction, reuse, and recycling;

(v) To partner with businesses, organizations and agencies to support increased access to recycling;

(vi) To engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation, including the solicitation of direct or indirect contributions from public and private sources wherever located;

(vii) To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the foregoing purposes of the Corporation.

(b) The Corporation shall be organized and operated exclusively for public charitable, religious, scientific, testing for public safety, literary or educational purposes which purposes then qualify it for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code.

(c) In furtherance of the foregoing purposes, the Corporation shall be authorized and empowered to exercise all power and authority granted to it under the Act; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

Section 2 Powers. Except as otherwise provided in these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act.

Section 3 Prohibited Activities.

(a) No part of the Corporation’s income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such reasonable compensation for services actually rendered and that are necessary to organize the Corporation and to carry out the
purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. No individual shall be precluded from taking such employment and reasonable compensation by reason of the fact that he or she is a director or officer of the Corporation. The Corporation is expressly precluded from advancing or loaning its directors, officers or employees any money or property.

(b) The Corporation shall not in any manner or to any extent 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, nor shall any part of its activities consist of carrying on propaganda or otherwise attempting to influence legislation or any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) The Corporation shall not accept gifts or other contributions if the use or expenditure of the gift or contribution is subject to any condition which is inconsistent with the purposes of the Corporation as set forth in Section 1 of this Article IV.

(d) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a Corporation, contributions to which are deductible under Section 170(c)(2), and which also are described in Section 2055(a)(2) or Section 2522 of the Code.

(e) The Corporation shall make no advancements for services to be performed in the future, nor shall the Corporation make any loan of money or property, to any director or officer of the Corporation, other than advances of expenses in connection with a possible indemnification matter.

ARTICLE V

Registered Agent and Registered Office

Section 1 Registered Agent. The name and street address of the Corporation’s registered agent for service of process is Allyson Mitchell, Executive Director, 708 East Michigan Street, Indianapolis, Indiana 46202.

Section 2 Registered Office. The address of the registered office of the Corporation is 708 East Michigan Street, Indianapolis, Indiana 46202.
ARTICLE VI

Incorporator

The names and address of the Incorporator of the Corporation are:

Thomas G. Neltner
Kevin Hardie
Janet Fox Neltner
5244 N. Carrolton
Indianapolis, Indiana 46220

ARTICLE VII

Dissolution; Distribution of Assets on Dissolution or Final Liquidation

Upon the dissolution of the Corporation and after payment, or provision is made for the payment, of all liabilities and debts of the Corporation, the assets of the Corporation shall be distributed to such organization or organizations that are organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purpose then qualifies such organization or organizations for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code, as the Board of Directors shall determine, with preference for any organization serving the same or similar purposes as the Corporation. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes which are substantially similar to the Corporation’s primary purposes set forth in Article IV, and to an organization or organizations which are, at the time of such distribution, organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purposes then qualify such organization or organizations for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code. 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 the dissolution or complete liquidation of the Corporation.

ARTICLE VIII

Board of Directors

Section 1 Authority of Board. Management of the property, affairs, business and activities of the Corporation shall be supervised and directed by the Board of Directors. The Board of Directors shall possess and may exercise all the powers and authority granted to the Corporation by the Act, by these Articles of Incorporation or by the Bylaws of the Corporation, as now or hereafter in effect.
Section 2  Number, Term and Appointment of Directors. The exact number of members of the Board of Directors, the terms of service, the staggering of terms, and the methods for nomination and election shall be prescribed from time to time according to the Bylaws of the Corporation; provided, however, that under no circumstances shall the minimum number of members of the Board of Directors be less than three (3). In the absence of such a By-Law provision, the number of directors shall be twelve (12).

Section 3  Qualifications and Representative Sectors.

(a) All Directors shall be members of designated organizational sectors, or representatives of designated organizational sectors for the Recycling Coalition.

(b) The Corporation shall seek to have at least three (3) and not more than six (6) Directors from each of the following organizational sectors: public interest, government, private, and at-large. The Directors who represent these sectors are entitled to one vote each. To ensure a broad-based, balanced coalition, Directors should make all reasonable efforts to maintain an equal number of Directors from each sector with consideration for geographic representation from throughout the State of Indiana to the extent practicable. The Directors may also consider the composition of the Advisory Board in evaluating the balance and diversity of sector representation.

(c) (i) The public interest sector includes, but is not limited to, representatives from environmental advocacy groups, citizen groups, and nonprofit 501(c)(3) organizations; (ii) The government sector includes, but is not limited to, representatives from state agencies, state and local elected officials, local solid waste management agencies, local health departments, and government-organized organizations; (iii) The private sector includes, but is not limited to, representatives from manufacturers, recyclers, businesses, trade associations, and non-profit corporations, other than 501(c)(3) organizations, organized by the private sector; (iv) The at-large sector includes, but is not limited to, representatives that the Directors believe will represent the general public and individual supporters of the Corporation. The Directors shall have the discretion to determine whether an individual may adequately represent one or more of these designated organizational sectors.

ARTICLE IX

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 1 Committees. The Board of Directors may utilize one or more committees, as set forth in the Bylaws to assist it in the carrying out of any of the purposes of the Corporation, define the responsibilities of such committee or committees and delegate to such committee or committees’ powers as the Board of Directors determines to be appropriate.

Section 2 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, by a two-thirds (2/3) vote of the members of the Board of Directors; provided, however, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying the Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2) or Section 2522 of the Code.

Section 3 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, by a two-thirds (2/3) vote of the members of the Board of Directors; provided, however, that such power shall not authorize any amendment, alteration, change or repeal which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2) or Section 2522 of the Code.