

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
SECRETARY OF STATE

I, LARRY A. CONRAD, Secretary of State, of the State of Indiana, hereby certify that the following and hereto attached is a full, true and complete copy of the Articles of Amendment of COLLEGE PARK CREDIT CORPORATION., an Indiana corporation, bearing approved and filed date of March 25, 1975.

as the same appears on file, as the law directs, in this office.



In Witness Whereof, I have hereunto set my hand and  
affixed the seal of the State of Indiana, at the City of  
Indianapolis, this 23rd day of

April, 1975

Larry A. Conrad  
Secretary of State.

By

Rutha C. Cato

Deputy

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF

COLLEGE PARK CREDIT CORPORATION

I, LARRY A. CONRAD, Secretary of the State of Indiana, hereby certify that Articles of Amendment for the above Corporation have been filed in the form prescribed by my office, prepared and signed in duplicate in accordance with "An Act concerning domestic and foreign corporations for profit, providing penalties for the violation hereof, and repealing all laws or parts of laws in conflict herewith," approved March 16, 1929, and Acts supplemental thereto.

**The Amendment:**

**The exact text of Article 12 is amended.**

NOW, THEREFORE, upon due examination, I find that the Articles of Amendment conform to law, and have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the Corporation.

In Witness Whereof, I have hereunto set my hand and affixed  
the seal of the State of Indiana, at the City of Indianapolis,  
this 23th day of March,  
19 75.

LARRY A. CONRAD, Secretary of State

By \_\_\_\_\_  
Deputy

ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
(AS AMENDED)  
OF  
COLLEGE PARK CREDIT CORPORATION

APPROVED  
FILED  
*Longfellow*  
JAN 15 1975

Robert R. Beach, President, and Ronald C. Davis, Secretary, of College Park Credit Corporation (hereinafter referred to as the "Corporation"), organized June 18, 1946 under the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain individual Articles of its Articles of Incorporation, certify the following facts:

ARTICLE I

TEXT OF AMENDMENT

The exact text of Article 12, new Paragraphs 12(11) and 12(12) of the Articles of Incorporation, as amended (hereinafter referred to as the "Amendments"), now is as follows:

See Exhibit "A" attached hereto and incorporated by reference herein.

ARTICLE II

MANNER OF ADOPTION AND VOTE

Section 1. Action by Directors.

At a Special Meeting of the Board of Directors of the Corporation held January 14, 1975, a resolution as hereinafter set forth, was adopted proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments, that the provisions and terms of Article 12, new Paragraphs 12(11) and 12(12) of the Corporation's Articles of Incorporation, be added as follows:

## RESOLUTION

(Amendment to Article 12 of the Corporation's Articles of Incorporation)

BE IT RESOLVED, That the officers of the Corporation be, and the same hereby are, authorized to take all necessary action to amend Article 12 of the Corporation's Articles of Incorporation, by adopting a new Paragraph 12(11) and Paragraph 12(12), a copy of which is attached to the minutes of this Meeting as Exhibit A;

BE IT FURTHER RESOLVED, That the Corporation submit to a vote of the Corporation's Shareholders at an Annual Meeting of Shareholders to be held January 21, 1975, an amendment to Article 12 of the Corporation's Articles of Incorporation, by adopting a new Paragraph 12(11) and Paragraph 12(12), a copy of which is attached to the minutes of this Meeting as Exhibit A.

### Section 2. Action by Shareholders.

The Shareholders of the Corporation entitled to vote in respect of the Amendments, at the Annual Meeting of Shareholders held on January 21, 1975, at which the holder of all of the authorized, issued and outstanding shares of the Corporation was present by proxy, adopted, by unanimous vote, the following resolution:

## RESOLUTION

BE IT RESOLVED, That the Corporation's Articles of Incorporation, Article 12, be, and the same hereby are, amended and a new Paragraph 12(11) and Paragraph 12(12), a copy of which is attached to the minutes of this Meeting as Exhibit A, be, and the same hereby are, added to the Corporation's Articles of Incorporation, effective upon the approval of the appropriate State of Indiana governmental authorities;

in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Clause 12(12).2. Power to Indemnify - Actions Brought In the Right of the Corporation. The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent, that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Clause 12(12).3. Right to Indemnification. To the extent that a member of the Board of Directors, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Clauses 12(12).1 and 12(12).2 of these Articles of Incorporation, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Clause 12(12).4. Determination of Entitlement to Indemnification. Any indemnification under Clauses 12(12).1 and 12(12).2 of these Articles of Incorporation (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member of the Board of Directors, officer, employee or agent of the Corporation is proper in the circumstances because he has met the applicable standard of conduct set forth in Clauses 12(12).1 and 12(12).2 of these Articles of Incorporation. Such determination shall be made (1) by the Board of Directors of the Corporation, by a majority vote of a quorum consisting of at least three of the members of the Board of Directors who were not parties to such action, suit or proceeding ("disinterested members"), or (2) if such a quorum is not obtainable, by written opinion of independent legal counsel selected by the Corporation, or (3) even if such a quorum is obtainable if a quorum of disinterested members so directs, by written opinion of independent legal counsel selected by the Corporation or by the holders of a majority of the issued and outstanding shares of Common Stock. In the event such disinterested members do not make any such direction under (3) above within thirty (30) days after receipt of written notice from a claimant member, officer, employee or agent to do so, then such latter individual may cause such determination to be made by either a written opinion of independent legal counsel customarily employed by the Corporation or the holder of a majority of the issued and outstanding shares of Common Stock.

Clause 12(12).5. Advancement of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Clause 12(12).4 of these Articles of Incorporation upon receipt of an undertaking by or on behalf of the member of the Board of Directors, officer, employee or agent of the Corporation involved to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation in this Paragraph 12(12).

Clause 12(12).6. Savings Clause. The indemnification provided by this Paragraph 12(12) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the Articles of Incorporation of the Corporation, the Code of By-Laws of the Corporation, agreement, vote of holders of a majority of the issued and outstanding shares of Common Stock, vote of a majority of at least three disinterested members of the Board of Directors of the Corporation, as a matter of law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

Clause 12(12).7. Insurance. The Corporation has power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have

the power to indemnify him against such liability under the provisions of this Paragraph 12(12).

Clause 12(12).8. For purposes of this Section, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was surviving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.



EXHIBIT A

ARTICLE 12

12(11) Limitation of Liability. No person shall be liable to the Corporation for any loss or damage suffered by the Corporation because of any action taken or not taken by such person in his capacity as a member of the Board of Directors, officer, employee or agent of the Corporation in good faith and in reliance upon (1) financial statements of the Corporation represented to such person to be correct by the chief executive officer or the chief financial officer of the Corporation, or (2) financial statements of the Corporation certified by independent public accountants or independent certified public accountants fairly to present the financial condition of the Corporation in accordance with generally accepted accounting principles, or (3) opinions of legal counsel to the Corporation, or (4) opinions of any engineers, appraisers, actuaries or other experts whose professions give authority to the opinions so expressed by them. This Section shall not be construed to subject any such person to liability to the Corporation for loss or damage suffered by the Corporation because of any other action taken or not taken by such person for which such person would not otherwise be liable to the Corporation under applicable common and statutory law.

12(12) Indemnification and Related Matters. The following provisions apply to the indemnification by the Corporation of members of the Board of Directors, officers, employees and agents of the Corporation:

Clause 12(12).1. Power to Indemnify - Action by Third Parties. The Corporation has power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a member of the Board of Directors, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and

### Section 3. Compliance With Legal Requirements.

IN WITNESS WHEREOF, the undersigned, Robert R. Beach, President, and Ronald C. Davis, Secretary, executed these Articles of Amendment of the Articles of Incorporation, and certify to the truth of the facts herein stated, this       day of March, 1975.

ROBERT K. BEACH, President

Ronald C. Davis, Secretary

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Robert R. Beach, the President, and Ronald C. Davis, the Secretary, the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared

before me, acknowledged the execution thereof, and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this \_\_\_\_\_ day of March, 1975.

(SEAL)

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
(signature printed)

My Commission Expires:

\_\_\_\_\_

This Instrument Prepared by Ronald C. Davis, Attorney at Law  
3500 DePauw Boulevard, Indianapolis, Indiana 46268