

RESTATED AND AMENDED ARTICLES OF INCORPORATION

CENTRAL INDIANA LINUX USERS GROUP (CINLUG), INC.

The undersigned officer of the Central Indiana Linux Users Group (the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (the "Act"), hereby executes the following Restated and Amended Articles of Incorporation (the "Articles"), which supersede and take the place of the previously existing Articles of the Corporation and all previous amendments thereto:

ARTICLE I

Name

The name of the Corporation is Central Indiana Linux Users Group (CINLUG), Inc.

ARTICLE II

Purposes

The Corporation is a public benefit corporation. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (the "Code"). Without limiting the foregoing general statement of purposes, the specific purposes for which the Corporation is organized include:

Section 1. To engage in religious, educational, and charitable activities, programs, and projects.

Section 2. To promote, assist, encourage, and contribute to exclusively religious, educational, and charitable organizations, corporations, firms, institutions, associations, and funds of every kind.

Section 3. To encourage, assist, and support investigation, research, study, innovation, and experimentation in religious, educational, and charitable activities, programs, and projects.

Section 4. To promote human welfare and encourage the elimination of ignorance.

ARTICLE III

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code. Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To cease its activities and to dissolve and surrender its corporate franchise.

Section 2. To indemnify any person against liability and expenses pursuant to Article XI.

Section 3. To make gifts, donations, contributions, loans, and grants of all or any part of the Corporation's income, assets, and property.

Section 4. To receive from any source by gift, bequest, devise, or otherwise any money or property, absolutely or in trust, to be used for the furtherance of the Corporation's purposes.

Section 5. To purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, exchange, sell, assign, transfer, convey, and otherwise dispose of both real and personal property and any interest therein.

Section 6. To borrow money and issue its notes and evidences of indebtedness therefore.

Section 7. To establish offices, carry out its purposes, and exercise its powers in the State of Indiana and elsewhere.

Section 8. To enter into, make, and perform contracts with and guarantee the obligations and performance of any individual, firm, partnership, association, corporation, or other entity.

Section 9. To perform any act permitted to it either alone, as a partner, or in association with any individual, firm, partnership, association, corporation, or other entity.

Section 10. To engage in any act and do anything incidental to or convenient or necessary for the furtherance of the Corporation's purposes.

No power conferred by the Act or set forth in any of the foregoing provisions of this Article III shall be construed to limit any other such power. The expression of the foregoing powers shall not be deemed to exclude any other power of like character although not expressed.

ARTICLE IV

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE V

Registered Agent and Registered Office

The name and street address of the Corporation's Registered Agent and Registered Office for service of process are:

Michael C. Schultheiss 3424 Carly Circle Indianapolis, IN 46235-8103

Article VI

Members

The Corporation will have members. The qualifications for members and the manner of their admissions shall be regulated by the Bylaws of the Corporation.

Article VII

Directors

The exact number of directors of the Corporation shall be fixed in accordance with the Bylaws of the Corporation at a number no smaller than three (3).

Article VIII

Election, Appointment, or Designation of Directors

The directors of the Corporation shall be elected, appointed, or designated in the manner and for terms as specified in accordance with the Bylaws of the Corporation.

Article IX

No Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Article II hereof.

Article X

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a “private foundation” described in Section 509(a) of the Code, the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Section 4942 of the Code.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, if at any time the Corporation is deemed a “private foundation” described in Section 509(a) of the Code, the Corporation shall not:

2.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;

2.2. Retain any excess business holdings as defined in Section 4943(c) of the Code;

2.3. Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or

2.4. Make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 3. Except as otherwise permitted by 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.

Section 4. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Subject to the provisions of these Articles of Incorporation and applicable law, the

Board of Directors shall have complete and plenary power to manage, control, and conduct all of the affairs of the Corporation.

Section 6. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 7. No director of the Corporation shall be liable for any of its obligations.

Section 8. Meetings of the Board of Directors may be held at any location, either in the State of Indiana or elsewhere.

Section 9. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, Bylaws, and applicable law.

Section 10. The Board of Directors may from time to time, in the Corporation's Bylaws or by resolution, designate such committees as the Board of Directors deems desirable for the furtherance of the purposes of the Corporation.

Article XI

Indemnification

The Corporation shall, to the fullest extent permitted by applicable law now or hereafter in effect indemnify any person who is or was a director, officer, or employee of the Corporation (an "Eligible Person") and who is or was involved in any manner (including, without limitation, as a party or a witness) or is threatened to be made so involved in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor) (a "Proceeding") by reason of the fact that such person is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation

as a director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise (including, without limitation, any employee benefit plan), against all expenses (including attorneys' fees), judgments, fines or penalties (including excise taxes assessed with respect to an employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such Eligible Person in connection with such Proceeding; provided, however, that the foregoing shall not apply to a Proceeding commenced by an Eligible Person except to the extent provided otherwise in the Corporation's Bylaws or an agreement with an Eligible Person. The Corporation may establish, in the Bylaws of the Corporation or in agreements with any Eligible Person, provisions supplemental to or in furtherance of the provisions of this Article XI, including, but not limited to, provisions concerning the determination of entitlement of any Eligible Person to indemnification, mandatory or permissive advancement of expenses to an Eligible Person incurred in connection with a Proceeding, the effect of any change in control of the Corporation on indemnification and advancement of expenses and the funding or other payment of amounts necessary to effect indemnification and advancement of expenses.

Article XII

Distribution of Assets on Dissolution or Final Liquidation

Upon the dissolution of the Corporation, all of its assets remaining after payment and discharge of its obligations shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned officer of the Corporation hereby presents these Articles of Incorporation to the Secretary of State of Indiana for filing, and states that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the previous existing Articles of the Corporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 30th day of May, 2006.

Signature

Printed Name

Title

This instrument was prepared by Michael C. Schultheiss, 3424 Carly Circle, Indianapolis, Indiana 46235-8103.