

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

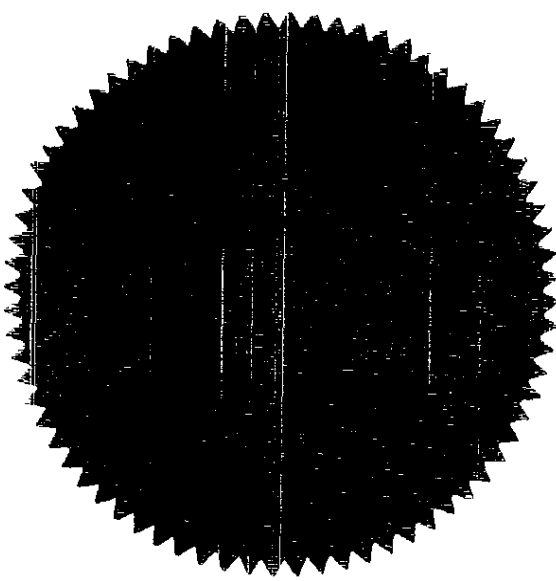
8409-108
(49)

CERTIFICATE OF INCORPORATION

NATIONAL LEGAL CENTER FOR THE MEDICALLY DEPENDENT AND DISABLED, INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above not-for-profit corporation, in the form prescribed by this Office, prepared and signed in duplicate by the Incorporator(s) and acknowledged and verified by the same before a Notary Public, have been presented to me at this office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I 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 this office; and that the remaining copy(ies) of such Articles bearing the endorsement of my approval and filing has (have) been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the Indiana Not-For-Profit Corporation Act of 1971.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



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

_____ 5th _____ day of
September 19 84

EDWIN J. SIMCOX, Secretary of State

By _____ Deputy



ARTICLES OF INCORPORATION

State Form 4162R/Corporate Form No. 364-1 (August 1983)

Articles of Incorporation (Not-for-Profit)

Prescribed by Edwin J. Simcox, Secretary of State of Indiana.

**APPROVED
AND
FILED**

Instructions: Use 8 1/2 x 11 inch paper for inserts
Present 2 executed copies to:

SECRETARY OF STATE
Room 155, State House
Indianapolis, Indiana 46204

SEP 05 1984

ANNUAL REPORTS MUST BE FILED WITH THIS OFFICE
BY THE LAST DAY OF FEBRUARY OF EACH YEAR.

FILING FEE IS \$26.00

For tax exempt status, Not-For-Profit Corporations must qualify
with both the Internal Revenue Service and the Indiana
Department of Revenue.

RECORDING IS NO LONGER REQUIRED.

Edwin J. Simcox
SECRETARY OF STATE OF INDIANA

ARTICLES OF INCORPORATION OF

NATIONAL LEGAL CENTER FOR THE MEDICALLY DEPENDENT AND DISABLED, INC.

(Complete name as will be shown in Article 1)

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971 (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I Name

The name of the Corporation is (The name MUST include the word "Corporation" or "Incorporated," or one of the abbreviations thereof):

National Legal Center for the Medically Dependent and Disabled, Inc.

ARTICLE II Purpose

The purposes for which the Corporation is formed are:

See Attached

ARTICLE III Period of Existence

The period during which the Corporation shall continue is:

Perpetual

ARTICLE IV Resident Agent and Principal Office

SECTION 1 Resident Agent. The name and address of the Corporation's Resident Agent for service of process are:

James Bopp, Jr.

Name

P. O. Box 1583, 900 Sycamore Building

Address (street or building and city)

Terre Haute

Indiana

Zip Code

47808

SECTION 2 Principal Office. The post office address of the principal office of the Corporation is:

P. O. Box 441069, Indianapolis

Indiana

Zip Code

46204

ARTICLE V Membership

A minimum of three (3) persons shall have signed the membership list. (Directors or Trustees or Incorporators may be included in the membership.)

SECTION 1 Classes (if any):

There shall be one class of members who shall be the members of the Board of Directors of the Corporation.

ARTICLE V Membership (continued)

SECTION 2 Rights, Preferences, Limitations, and Restrictions of Classes:

SECTION 3 Voting Rights of Classes:

ARTICLE VI Directors

SECTION 1 Number of Directors:

The Initial Board of Directors is composed of seven (7) members. If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be twenty-one (21) provided, however, that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation; AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

SECTION 2 Names and Post Office Addresses of the Initial Board of Directors are:

Name	No. and Street or Building	City	State	Zip Code
James R. Butcher	201 N. Buckeye St.	Kokomo	Indiana	46901
Daniel A. Manion	725 St. Joseph Bank Bldg	South Bend	Indiana	46601
Robert F. Campbell	198 S. 9th Street P. O. Box E	Noblesville	Indiana	46060
Martin H. Gerry	1800 Mass. Ave., N.W. Suite 506	Washington	DC	20036
Edward B. McLean	1103 W. Main St.	Crawfordsville	Indiana	47933
Elizabeth Samkowski	8650 Central Avenue	Indianapolis	Indiana	46240
N. Myrl Weinberg	1701 K St., N.W. Suite 205	Washington	D.C.	20006

ARTICLE VII Incorporator(s)

Name(s) and Post Office Address(es) of the Incorporator(s) of the Corporation is (are) as follows:

Name	No. and Street or Building	City	State	Zip Code
James Bopp, Jr.	P. O. Box 1583 900 Sycamore Bldg.	Terre Haute	Indiana	47808

ARTICLE VIII Statement of Property and Value (if any)

A statement of the property and an estimate of the value thereof to be taken over by the Corporation at or upon its incorporation is as follows:

NONE

ARTICLE VIII Statement of Property and Value (if any) (continued)

ARTICLE IX Provisions for Regulation and Conduct of the Affairs of Corporation

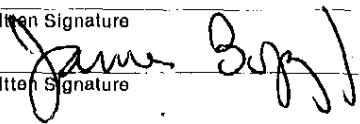
Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the corporation, the directors or the members of any class or classes of members are as follows: (Can be provided for in the "By-Laws") (Any provision in this section may only be changed by amending the Articles of Incorporation.)

- (1) The By Laws of the Corporation shall be adopted by a two-thirds (2/3) majority of the Directors present and voting at a meeting of the initial Directors of the Corporation, called by them for the purpose of adopting said By Laws, provided that thereafter the power to make, alter, amend, or repeal the By Laws of the Corporation shall be vested in the Board of Directors as provided in the By Laws adopted pursuant to this paragraph.
- (2) In the event of the liquidation or dissolution of the Corporation, the net assets of this Corporation shall be distributed only to a corporation or fund described in Sections 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code of 1954 (as it now is or may be amended) or to any federal, state or local governmental organization for use for public purposes.
- (3) No funds received by the Corporation from Legal Services Corporation shall be used in any manner which violates the Legal Service Corporation Act of 1974 or the regulations promulgated under such Act.

The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern, that a membership list or lists of the above-named corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.

THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

I (we) hereby verify subject to penalties of perjury that the facts contained herein are true. (Notarization not necessary)

Written Signature 	Printed Signature James Bopp, Jr.
Written Signature	Printed Signature
Written Signature	Printed Signature
Written Signature	Printed Signature

This instrument was prepared by:
 James Bopp, Jr., BRAMES, BOPP, HAYNES & ABEL
 Address
 P. O. Box 1583, 900 Sycamore Building, Terre Haute, IN 47808

ARTICLE II - Purpose

(1) To provide legal skills and management training and other related support services for attorneys, paralegals, and other legal service workers in the legal services community.

(2) To provide educational materials, technical assistance, and research to increase the legal services community's understanding of the legal and medical issues of the impoverished medically dependent and to equip them to act to protect the rights of such persons.

(3) To cooperate in providing legal assistance to those requiring such assistance but unable to pay therefor.

(4) To serve as a clearing house for information related to the rights of the medically dependent and disabled.

(5) To do all things which are necessary and proper to promote the above purposes.

The purpose of the corporation shall be limited to and shall include only religious, charitable, scientific, literary or educational purposes within the meanings of those terms as used in Section 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code of 1954. No part of the income of this corporation shall inure or be payable to or for the benefit of any member or individual except as a reasonable allowance for actual expenditures made on behalf of the corporation or for services rendered the corporation and no substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and no part of the activities of this corporation shall be the participation in, or intervention in, any political campaign on behalf of any candidate for public office.