

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN CAMPING ASSOCIATION, INC.**

American Camping Association, Inc. (the “Corporation”) is governed by the applicable provisions of the Indiana Nonprofit Corporation Act of 1991 (the “Act”).

ARTICLE I

Name

The name of the Corporation is American Camping Association, Inc.

ARTICLE II

Classification of Corporation

The Corporation is a public benefit corporation.

ARTICLE III

Purposes and Powers

The purposes and powers of the Corporation are:

Section 3.1. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent tax laws; and

Section 3.2. To operate exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for no other purposes; and

Section 3.3. By exclusively charitable or educational methods within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to contribute to the mental and physical well-being and development of children through camping experience, to promote

the interests of the public in camping, to stimulate public interest and participation in camping, to encourage the maintenance of standards by camps and camp personnel and further:

- (a) Through camping, to further the welfare of children and adults;
- (b) To extend the recreational and educational benefits of out-of-door living;
- (c) To give emphasis in camping to citizenship training in keeping with the principles

and traditions of American democracy;

- (d) To give emphasis to spiritual opportunities through camping;
- (e) To provide opportunities for fellowship among camp leaders;
- (f) To stimulate high professional standards of camping leadership;
- (g) To provide for the exchange of experiences and successful practices and for the

development of materials, standards, and other aids for the progress of camping;

- (h) To interpret camping to related groups and to the public; and

(i) In furtherance of the aforesaid purposes, to transact any and all lawful business for which the corporation may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for charitable purposes.

[Note: These purposes are identical to those in the current articles. We can make Sections 3.1 through 3.3 more concise if they would like us to.]

Section 3.4. Nonprofit Purposes.

(a) The Corporation is organized and operated exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, 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 Section 3.1.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or

(ii) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

Section 3.5. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable, or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges, and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

ARTICLE IV

Distribution of Assets on Dissolution

In the event of the complete liquidation, dissolution of the Corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Morgan County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

Section 6.1. Registered Office and Registered Agent. The street address of the Corporation's registered office is CT Corporation Systems, 36 South Pennsylvania Street, Suite 700, Indianapolis, Indiana 46204, and the name of the Corporation's registered agent at that office is CT Corporation Systems.

Section 6.2. Principal Office. The post office address of the principal office of the Corporation is Bradford Woods, Martinsville, Indiana 46151-7092.

ARTICLE VII

Members

Section 7.1. Classes. The Corporation shall have one (1) class of members as provided in the Bylaws who shall be referred to as the Council of Delegates.

Section 7.2. Rights, Preferences, Limitations and Restrictions. Unless otherwise provided in these Articles of Incorporation or the Bylaws, the Council of Delegates shall have all of the rights, duties and responsibilities of a member under the Act.

Section 7.3. Voting Rights of Members. Each member in good standing shall be entitled to one (1) vote, exercisable in person or by proxy, on each matter submitted to the Council of Delegates for a vote at each meeting of the Council of Delegates.

ARTICLE VIII

Board of Directors

Section 8.1. Number and Term of Office. The number of directors shall be as specified in or fixed in accordance with the Bylaws of the Corporation; provided, however, that the minimum number of directors shall be three (3). The term of office of a director shall be as specified in the Bylaws; provided, however, that the term of an elected director shall not exceed five (5) years. Directors may be elected for successive terms unless otherwise provided in the Bylaws. Terms of office of directors may be staggered as specified in the Bylaws.

Section 8.2. Qualifications. Each director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or required by law.

Section 8.3. Election of Directors. The directors shall be elected as provided in the Bylaws.

ARTICLE IX

Indemnification

Section 9.1. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

(a) a member of the Board of Directors of the Corporation,
(b) an officer of the Corporation, or
(c) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 9.2. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee, or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation “to the benefit of any private shareholder or individual,” within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws. The provisions of, and the rights and obligations created by, this Article shall not give rise or be deemed to give rise to “compensation for personal services” as described in IC 34-4-11.5-1 et seq., as amended.

Section 9.3. Definitions. For purposes of this Article:

(a) A person is considered to be serving an employee benefit plan at the Corporation’s request if the person’s duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(b) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.

(c) The term “expenses” includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement, or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(d) The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(e) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(f) The term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

This instrument was prepared by Richard A. Smikle and Gina M. Giacone, ICE MILLER, One American Square, Box 82001, Indianapolis, Indiana 46282-0002; Telephone: (317) 236-2100.

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