

ARTICLES OF INCORPORATION
OF
KAPPA DELTA PI, INC.

ARTICLE I
Name

The name of this corporation is Kappa Delta Pi, Inc. (the "Corporation").

ARTICLE II
Purposes

Section 1. Type of Corporation. The Corporation is a public benefit corporation.

Section 2. Purposes. The Corporation is organized and shall at all times be operated exclusively for the following charitable, educational, and scientific purposes:

- (a) To promote excellence in and recognize outstanding contributions to education;
- (b) To receive, administer, distribute, and expend funds, gifts, donations, bequests, contributions, and other receipts of money or property of every kind or nature in furtherance of the Corporation's charitable, educational, and scientific objectives and purposes;
- (c) To do any and all things necessary or incidental to the accomplishment of these purposes; and
- (d) To transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation's status as an organization under Section 501(c)3 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE III
Registered Office and Agent

The street address of the Corporation's registered office is 3707 Woodview Trace, Indianapolis, Indiana, 46268, and the name of its registered agent at such office is Tonja L. Eagan. The undersigned incorporator represents that the registered agent named in these Articles of Incorporation has consented to the appointment of registered agent.

ARTICLE IV
Members

The Corporation shall have members. The classes of membership in the Corporation, and the rights, obligations, privileges, limitations, and restrictions on each class of members, shall be established by the Bylaws. The Bylaws or Member Policy Handbook may establish criteria and qualifications for membership, provided such criteria and qualifications are without regard to race, ethnicity, age, religion, gender, sexual identity, or disability.

ARTICLE V
Directors

Section 1. Number. The number of Directors shall be fixed by, or fixed in accordance with, the Bylaws, provided that the number of Directors shall be an odd number no fewer than nine (9) Directors and no more than nineteen (19) Directors. The Bylaws may also provide for staggering the terms of the members of the Board of Directors to the fullest extent permitted by the Act.

Section 2. Election of Directors; Officers. At least sixty percent (60%) of the members of the Board of Directors shall be elected by the Corporation's active members; all Directors elected by the Corporation's membership shall be active members of the Corporation when they

are elected as Directors and for the duration of their terms as Directors. All Officers of the Corporation, except the Treasurer, must be qualifying active Corporation members when they are elected as an Officer and for the duration of their terms as officer. All Officers are elected as part of the 60% by the Corporation's active members, which includes the President, President-Elect, and Treasurer. The Immediate Past President is also an Officer of the Board and was already elected by membership as the President-Elect and/or President. The remaining members of the Board of Directors (non-members and/or members of the Corporation), up to forty percent (40%) of the Board, shall be elected by the Board of Directors. No Board member may be appointed as all positions are elected.

Section 3. Vacancies. Any vacancy beyond a naturally expiring term in the Board of Directors, from whatever cause arises, including any increase in the size of the Board of Directors, shall be filled by selection of a new Director by a majority vote of the remaining members of the Board of Directors (even if less than a quorum); provided, however, that if such vacancy or vacancies leave the Board of Directors with no members or if the remaining members of the Board of Directors are unable to agree upon a new Director or determine not to select a new Director, such vacancy may be filled by a vote of the members at a special meeting called for that purpose or at the next annual meeting of members. The term of a Director elected or selected to fill a vacancy shall expire at the end of the term for which such Director's predecessor was elected, or, in the case of a vacancy created by an increase in the size of the Board of Directors, the term of the new Director shall expire as of the next annual meeting of the members or, if later, when a successor is elected and qualified.

Section 4. Limited Liability of Directors. Directors shall be immune from personal liability for any action taken as a Director, or any failure to take any action, to the fullest extent permitted by the Act and by general principles of (nonprofit) corporate law.

Section 5. Removal of Directors. Any or all members of the Board of Directors may be removed, with or without cause, by the affirmative vote of a majority of the members who would be entitled to vote at an election of the Director(s) being considered for removal. Directors may be removed by a vote of a majority of the members of the Board of Directors then in office only upon a determination by the Board of Directors of "Cause." For purposes of this Section, "Cause" means (i) any act of a Director of fraud, misappropriation, or embezzlement with

respect to the Corporation, (ii) non-compliance, in any material respect, with the written policies, guidelines, or procedures of the Corporation and which causes or is reasonably likely to cause harm to the Corporation, (iii) drunkenness or substance abuse by a Director during the performance of a Director's duties with the Corporation; (iv) any activity by a Director, including speech, which if associated with the Corporation is reasonably likely to be detrimental to the Corporation; or (v) the conviction of a Director of the commission of a felony or a crime involving moral turpitude (including pleading guilty or no contest to such crime), whether or not such offense was committed in connection with the business of the Corporation.

ARTICLE VI

Regulation of Corporate Affairs

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

Section 1. Amendment of Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal, or to waive provisions of, the Bylaws of the Corporation by the affirmative vote of a majority of the number of Directors then in office, except as otherwise provided by the Act.

Section 2. Indiana Nonprofit Corporation Act. All references in these Articles of Incorporation to the Act shall mean the Indiana Nonprofit Corporation Act of 1991 as it may hereafter from time to time be amended and any statute which may in the future supersede or replace, in whole or in part, the Act.

Section 3. Limitation on Power or Authority. Neither the members of the Corporation nor the Board of Directors shall have power or authority to do any act that will prevent the Corporation from being an organization described in section 501(c)3 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 4. Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members or any 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 Article II of these Articles.

Section 5. Limitation on Lobbying and Political Activities. Notwithstanding any other provision of these Articles, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Dissolution. If the Corporation is dissolved, all its property remaining after payment and discharge of its obligations shall be transferred and conveyed for charitable or educational purposes to one or more organizations then described in section 501(c)3 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.