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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

2010

Department of the Treasury  
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , 2010, and ending ,

Check all that apply     Initial return     Initial Return of a former public charity     Final return  
 Amended return     Address change     Name change

M. B. MOORE FOUNDATION  
C/O MARK MOORE  
9771 ROXBURY DRIVE  
FISHERS, IN 46038

**H** Check type of organization     Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust     Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)    **J** Accounting method     Cash     Accrual  
 Other (specify)   
 ► \$ 2,110,539. (Part I, column (d) must be on cash basis)

**A** Employer identification number  
**35-2129565**

**B** Telephone number (see the instructions)  
**(317) 985-4707**

**C** If exemption application is pending, check here ►

**D** 1 Foreign organizations, check here ►   
 2 Foreign organizations meeting the 85% test, check here and attach computation ►

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ►

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	53,806.	53,806.	N/A	
	4 Dividends and interest from securities	15,012.	15,012.		
	<b>5a Gross rents</b>				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 1a	17,206.			
	b Gross sales price for all assets on line 6a	1,054,419.			
	7 Capital gain net income (from Part IV, line 2)		17,206.		
	8 Net short-term capital gain				
9 Income modifications					
<b>10a Gross sales less returns and allowances</b>					
Less: Cost of goods sold					
c Gross profit/(loss) (attach schedule)					
11 Other income (attach schedule)	1,415.	310.			
<b>12 Total</b> Add lines 1 through 11	87,439.	86,334.			
RECEIVED					
MAY 1 3 2011	SEE STATEMENT 1	1,415.	310.		
OGDEN, UT		87,439.	86,334.		
ADMINISTRATIVE EXPENSES		65,614.	21,521.	44,093.	
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
<b>16a Legal fees (attach schedule)</b>	SEE ST 2	2,181.	715.	1,466.	
b Accounting fees (attach schedule)	SEE ST 3	3,950.	1,296.	2,654.	
c Other prof fees (attach schedule)	SEE ST 4	7,804.	6,998.	806.	
17 Interest					
18 Taxes (attach schedule) SEE STM 5		5,079.	2,037.	3,042.	
19 Depreciation (attach schedule) and depletion		921.			
20 Occupancy					
21 Travel, conferences, and meetings		485.	159.	326.	
22 Printing and publications					
23 Other expenses (attach schedule)					
	SEE STATEMENT 6	4,299.	1,409.	2,890.	
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23		90,333.	34,135.	55,277.	
25 Contributions, gifts, grants paid <b>PART XV</b>		44,067.		44,067.	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		134,400.	34,135.	99,344.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>		-46,961.			
<b>b Net investment income</b> (if negative, enter -0-)			52,199.		
<b>c Adjusted net income</b> (if negative, enter -0-)					

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Part II <sup>1</sup> Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash – non-interest-bearing		21,687.	21,687.
	2 Savings and temporary cash investments	48,902.	66,403.	66,403.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 7	1,890,638.	1,805,410.	2,022,449.
	14 Land, buildings, and equipment basis ► 4,241.			
	Less accumulated depreciation (attach schedule) SEE STMT 8 ► 2,858.	2,304.	1,383.	
	15 Other assets (describe ► )			
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I) )	1,941,844.	1,894,883.	2,110,539.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► )	0.	0.	
	23 Total liabilities (add lines 17 through 22) )	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,941,844.	1,894,883.	
	30 Total net assets or fund balances (see the instructions)	1,941,844.	1,894,883.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,941,844.	1,894,883.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,941,844.
2 Enter amount from Part I, line 27a	2	-46,961.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,894,883.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,894,883.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1a PUBLICLY TRADED SECURITIES</b>			P	VARIOUS	VARIOUS
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	1,054,419.		1,037,213.	17,206.	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(I) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				17,206.	
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]		2	17,206.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		[ If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 ]		3	0.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	88,586.	1,933,706.	0.045812
2008	83,923.	2,431,813.	0.034510
2007	127,291.	2,748,518.	0.046313
2006	159,799.	2,519,167.	0.063433
2005	94,809.	2,363,749.	0.040110
<b>2 Total of line 1, column (d)</b>			2 0.230178
<b>3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			3 0.046036
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			4 1,988,048.
<b>5 Multiply line 4 by line 3</b>			5 91,522.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 522.
<b>7 Add lines 5 and 6</b>			7 92,044.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			8 99,344.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

**Part VI | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter (attach copy of letter if necessary – see instr.)	1	522.
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
1c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	522.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3	Add lines 1 and 2	5	522.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
6a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6	413.
6b	Exempt foreign organizations – tax withheld at source		
6c	Tax paid with application for extension of time to file (Form 8868)		
6d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	7	413.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	109.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ►	11	
		Refunded	

**Part VII-A | Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1b		X	
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
1c	Did the foundation file <b>Form 1120-POL</b> for this year?	Yes	No
1c		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1)	On the foundation ► \$ 0.	(2)	On foundation managers ► \$ 0.
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
2		X	
If 'Yes,' attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	Yes	No
4b		N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5		X	
If 'Yes,' attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	Yes	No
6		X	
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ►	IN	
8b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	Yes	No
8b		X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No
10		X	

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**Part VII-A Statements Regarding Activities (Continued)**

11		X
12		X
13	X	
14	COLLEEN MOORE 9771 ROXBURY DRIVE FISHERS IN	Telephone no (317) 985-4707 ZIP + 4 46038
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year	
16	15	N/A
16	Yes	No
	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►		

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/>	
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20__, 20__, 20__, 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions )		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__, 20__, 20__, 20__		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes  No Yes  No Yes  No Yes  No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ► **c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A  Yes  No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes  No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b** X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes  No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK MOORE 9771 ROXBURY DRIVE FISHERS, IN 46038	PRESIDENT 10.00	36,873.	5,094.	0.
MICHAEL CRONER, M.D. 9771 ROXBURY DRIVE FISHERS, IN 46038	TREASURER 2.00	0.	0.	0.
DANIEL FRANCE 9771 ROXBURY DRIVE FISHERS, IN 46038	SECRETARY 2.00	0.	0.	0.
COLLEEN MOORE 9771 ROXBURY DRIVE FISHERS, IN 46038	VICE PRESIDE 5.00	15,000.	8,647.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'**

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
-----				
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000 ►

0

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total number of others receiving over \$50,000 for professional services**

0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

### Expenses

1	N/A	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

**Amount**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		

All other program-related investments. See instructions.

All other program related investments - See instructions  
**3** \_\_\_\_\_  
\_\_\_\_\_

**Total.** Add lines 1 through 3

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**BAA**

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes

a Average monthly fair market value of securities

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c  
(attach detailed explanation)

1e 0.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3  
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

1a 1,728,241.

1b 61,884.

1c 228,198.

1d 2,018,323.

2 0.

3 2,018,323.

4 30,275.

5 1,988,048.

6 99,402.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1 Minimum investment return from Part X, line 6

1 99,402.

2a Tax on investment income for 2010 from Part VI, line 5

2a 522.

2b

2c 522.

3 98,880.

4

5 98,880.

6

7 98,880.

b Income tax for 2010 (This does not include the tax from Part VI)

c Add lines 2a and 2b

3 Distributable amount before adjustments Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 **Distributable amount as adjusted** Subtract line 6 from line 5 Enter here and on Part XIII, line 1

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes

1a 99,344.

1b

2

3a

3b

4 99,344.

5

6 98,822.

a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26

b Program-related investments — total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3 Amounts set aside for specific charitable projects that satisfy the

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income  
Enter 1% of Part I, line 27b (see instructions)

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				98,880.
2 Undistributed income, if any, as of the end of 2010			4,739.	
a Enter amount for 2009 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 99,344.			4,739.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				94,605.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				4,275.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**

N/A

**Part XV** Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))  
**NONE**

**NONE**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

**NONE**

## **2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed

**b** The form in which applications should be submitted and information and materials they should include

### **c Any submission deadlines**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 9				
<b>Total</b>			► 3a	44,067.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	53,806.	
4 Dividends and interest from securities			14	15,012.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	17,206.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a REIMBURSEMENT OF EXPENSE				1,200.	
b SETTLEMENT			14	8.	
c TAX REFUND				207.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)			-	87,439.	
13 Total Add line 12, columns (b), (d), and (e)				13	87,439.

(See worksheet in line 13 instructions to verify calculations )

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)
N/A	



Depreciation and Amortization  
(Including Information on Listed Property)

2010

Department of the Treasury  
Internal Revenue Service (99)Name(s) shown on return M. B. MOORE FOUNDATION  
C/O MARK MOOREIdentifying number  
35-2129565

Business or activity to which this form relates

FORM 990/990-PF

## Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14
15	Property subject to section 168(f)(1) election	15
16	Other depreciation (including ACRS)	16

## Part III MACRS Depreciation (Do not include listed property) (See instructions)

## Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	921.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	18	<input type="checkbox"/>

## Section B – Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

## Section C – Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

## Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23

2010

## FEDERAL STATEMENTS

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CLIENT 5343

M.B. MOORE FOUNDATION  
C/O MARK MOORE

35-2129565

5/05/11

03 46PM

STATEMENT 1  
FORM 990-PF, PART I, LINE 11  
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
REIMBURSEMENT OF EXPENSE	\$ 1,200.	\$ 302.	
SETTLEMENT	8.	8.	
TAX REFUND	207.		
TOTAL	<u>\$ 1,415.</u>	<u>\$ 310.</u>	<u>0.</u>

STATEMENT 2  
FORM 990-PF, PART I, LINE 16A  
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 2,181.	\$ 715.		\$ 1,466.
TOTAL	<u>\$ 2,181.</u>	<u>\$ 715.</u>	<u></u>	<u>\$ 1,466.</u>

STATEMENT 3  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 3,950.	\$ 1,296.		\$ 2,654.
TOTAL	<u>\$ 3,950.</u>	<u>\$ 1,296.</u>	<u></u>	<u>\$ 2,654.</u>

STATEMENT 4  
FORM 990-PF, PART I, LINE 16C  
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTOR FEES	\$ 1,200.	\$ 394.		\$ 806.
INVESTMENT FEES	6,604.	6,604.		
TOTAL	<u>\$ 7,804.</u>	<u>\$ 6,998.</u>	<u></u>	<u>\$ 806.</u>

2010

## FEDERAL STATEMENTS

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STATEMENT 5  
FORM 990-PF, PART I, LINE 18  
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ 700.	\$ 230.		\$ 470.
FOREIGN TAXES PAID ON INVESTMENTS	551.	551.		
PAYROLL TAXES	3,799.	1,246.		2,553.
PROPERTY TAXES	29.	10.		19.
<b>TOTAL</b>	<b>\$ 5,079.</b>	<b>\$ 2,037.</b>		<b>\$ 3,042.</b>

STATEMENT 6  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE - GENERAL	\$ 930.	\$ 305.		\$ 625.
INTERNET	2,172.	712.		1,460.
MEALS & ENTERTAINMENT	952.	312.		640.
OFFICE SUPPLIES	86.	28.		58.
POSTAGE & SHIPPING	59.	19.		40.
REPAIRS	100.	33.		67.
<b>TOTAL</b>	<b>\$ 4,299.</b>	<b>\$ 1,409.</b>		<b>\$ 2,890.</b>

STATEMENT 7  
FORM 990-PF, PART II, LINE 13  
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
STIFEL NICOLAUS - 9918	COST	\$ 615,309.	\$ 793,753.
STIFEL NICOLAUS - 1565	COST	990,156.	968,771.
<b>TOTAL OTHER PUBLICLY TRADED SECURITIES</b>	<b>\$ 1,605,465.</b>		<b>\$ 1,762,524.</b>
<u>OTHER SECURITIES</u>			
GOLD	COST	199,945.	259,925.
	TOTAL OTHER SECURITIES	\$ 199,945.	\$ 259,925.
		<b>TOTAL \$ 1,805,410.</b>	<b>\$ 2,022,449.</b>

2010

## FEDERAL STATEMENTS

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STATEMENT 8  
FORM 990-PF, PART II, LINE 14  
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 4,241.	\$ 2,858.	\$ 1,383.	\$ 0.
TOTAL	<u>\$ 4,241.</u>	<u>\$ 2,858.</u>	<u>\$ 1,383.</u>	<u>\$ 0.</u>

STATEMENT 9  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
YOUNG LIFE 1010 N. CAPITOL AVENUE, STE A100 INDIANAPOLIS, IN 46204	UNRELATED	501C3	GENERAL SUPPORT	\$ 14,100.
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR ORLANDO, FL 32832	UNRELATED	501C3	GENERAL SUPPORT	15,100.
SHEPERD COMMUNITY CENTER 4107 EAST WASHINGTON ST INDIANAPOLIS, IN 46201	UNRELATED	501C3	GENERAL SUPPORT	10,000.
PRECEPT MINISTRIES 7324 NOAH REID ROAD CHATTANOOGA, TN 37422	UNRELATED	501C3	GENERAL SUPPORT	3,000.
CRESENT PROJECT P.O. BOX 50986 INDIANAPOLIS, IN 46250	UNRELATED	501C3	GENERAL SUPPORT	1,200.
USA BOXING 30 CIMINO DRIVE COLORADO SPRINGS, CO 80903	UNRELATED	501C3	GENERAL SUPPORT	50.
ACHIEVE INTERNATIONAL 10623 SIMSBURY COURT INDIANAPOLIS, IN 46236	UNRELATED	501C3	GENERAL SUPPORT	150.
ACHIEVE INTERNATIONAL	UNRELATED	501C3	GENERAL SUPPORT	159.
YOUNG LIFE 1010 N. CAPITOL AVENUE, STE A100 INDIANAPOLIS, IN 46204	UNRELATED	501C3	GENERAL SUPPORT	308.
TOTAL				\$ 44,067.

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
M. B. MOORE FOUNDATION, INC.**

M.B. Moore Foundation, Inc. ("Corporation"), having accepted the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended ("Act"), hereby sets forth its First Amended and Restated Articles of Incorporation ("Articles of Incorporation") as follows:

**ARTICLE I**  
**Name**

The name of the Corporation shall be M.B. Moore Foundation, Inc.

**ARTICLE II**  
**Type of Corporation**

The Corporation is a nonprofit, public benefit corporation.

**ARTICLE III**  
**Members**

**Section 1. Classes of Members.** There shall be two (2) classes of members (as the context shall require, hereinafter referred to as either "Member" or "Members") of the Corporation, namely, Class A and Class B.

(a) **Class A Members.** The Class A Member(s) shall have the exclusive right to vote on all matters of the types which are to be presented to members of corporations under the Act, including the right to vote for the election of directors and any additional rights to vote contained in these Articles of Incorporation or in the First Amended and Restated By-Laws of the Corporation ("By-Laws"). As of the filing of these Articles of Incorporation with the Indiana Secretary of State, there shall be two (2) Class A Members of the Corporation who are Mark B. Moore and Colleen Burch Moore. The By-Laws may contain provisions to create other Class A Memberships.

(b) **Class B Members.** The Class B Members shall consist of the members of the Board of Directors. The Class B Members shall have no rights or obligations whatsoever during any period in which the Corporation has at least one (1) Class A Member. During any period in which the Corporation has no Class A Members, the Class B Members shall have all rights and obligations which Class A Members would otherwise have, including the right to vote, but only until such time, if any, at which there are again one (1) or more Class A Members, at which time the Class B Members will again have no rights or obligations whatsoever.

**Section 2. Transferability of Memberships; Termination of Memberships.** Except as set forth herein or the Corporation's By-Laws, memberships shall not be transferrable in any manner whatsoever. Upon the death, the incompetency (as adjudicated by a court of competent jurisdiction) or the resignation of a member, all membership rights, privileges and duties of such member shall immediately terminate, without necessity of any action by the Corporation. The termination due to death or any other reason of a Class A Member shall be treated according to Article XI, Section 2 of the Corporation's By-Laws.

**ARTICLE IV**  
**Purposes, Powers and Prohibited Activities**

**Section 1. Purposes.**

(a) The Corporation is a not-for-profit corporation, and the purposes for which the Corporation is organized, and for the accomplishment of which it shall be exclusively operated, are the promotion and support of religious, educational or charitable purposes, or all of them. Without in any way limiting the generality of the foregoing, but by way of amplification, definition and illustration of the above phrase "the promotion and support of religious, educational or charitable purposes," it is hereby stated that such purposes shall include the following:

(i) The promotion of religion, including, but not limited to, the donation of aid and support to or for the use and benefit of religious institutions, organizations, trusts, funds, and corporations.

(ii) The promotion of education generally, including, but not limited to, the donation of aid and support to or for the use and benefit of institutions, organizations, trusts, funds, and corporations engaged in literary, artistic, scholarly and scientific pursuits and in research of any character incident thereto.

(iii) The promotion of charitable purposes generally, including, but not limited to, the donation of aid and support to or for the use and benefit of individuals, institutions, organizations, trusts, funds, and corporations organized or operated for, or engaged in, charitable pursuits and work of any character and the donation of aid and support to or for the use and benefit of any public object or purpose.

Such religious, educational and charitable purposes aforesaid, and the character of the institutions, organizations, trusts, funds, and corporations, shall be such as are recognized as exempt from federal taxation as described in Section 501(c)(3) and Section 2522(a)(2) of the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the "Code") and the Treasury Regulations promulgated thereunder, so that contributions to the Corporation will be deductible under Section 170(c), of the Code and which are described in Sections 2055(a), 2522 and 2106(a)(2) of the Code. For the purposes of these Articles of Incorporation, all references to Sections of the Code shall be deemed to

include reference to the corresponding provisions of any future United States internal revenue law and the Treasury Regulations promulgated thereunder.

(b) In furtherance of the aforesaid purposes, the Corporation may transact any and all lawful business permitted under the Act.

**Section 2. Powers.** Except as otherwise provided in these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act.

**Section 3. Prohibited Activities.**

(a) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no Director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such reasonable compensation for services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. No individual shall be precluded from taking such employment and reasonable compensation by reason of the fact that he or she is a Director or officer of the Corporation.

(b) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, nor shall a substantial part of its activities consist of carrying on propaganda or otherwise attempting to influence legislation or any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) The Corporation shall not accept gifts or other contributions if the use or expenditure of the gift or contribution is subject to any condition which is inconsistent with the purposes of the Corporation as set forth in Section 1 of this Article IV.

(d) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a Corporation, contributions to which are deductible under Section 170(c)(2), and which also are described in Section 2055(a)(2), Section 2522 and Section 2106(a)(2) of the Code.

(e) The Corporation shall make no advancements for services to be performed in the future, nor shall the Corporation make any loan of money or property, to any Director or officer of the Corporation, other than advances of expenses in connection with a possible indemnification matter.

(f) Notwithstanding any other provisions of these Articles of Incorporation, the Act, or any other law, rule or regulation, the Corporation shall:

- (i) Distribute during each taxable year amounts sufficient to avoid liability for the tax imposed by Section 4942 of the Code.
- (ii) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (iii) Not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (iv) Not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code.
- (v) Not make any taxable expenditure as defined in Section 4945(d) of the Code.

## ARTICLE V Registered Agent, Registered Office and Principal Office

Section 1. Registered Agent; Registered Office. The name and street address of the Registered Agent and the Registered Office of the Corporation is Matthew S. Carr, Krieg DeVault, LLP, One Indiana Square, Suite 2800, Indianapolis, Indiana 46204-2017.

Section 2. Principal Office. The post office address of the principal office of the Corporation is 9771 Roxbury Drive, Fishers, Indiana 46038.

## ARTICLE VI Dissolution; Distribution of Assets on Dissolution or Final Liquidation

Except as otherwise may be provided in the By-Laws, upon the dissolution of the Corporation, and after payment, or provision is made for the payment, of all liabilities and debts of the Corporation, the remaining assets of the Corporation shall be distributed to an organization or organizations which are, at the time of such distribution, organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purposes then qualify it or them for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it or them for deduction under Section 170(c), Section 2055(a)(2), Section 2522 and Section 2106(a)(2) of the Code, in accordance with any provisions regarding dissolution set forth in the By-Laws.

**ARTICLE VII**  
**Provisions for Regulation and Conduct**  
**of the Affairs of Corporation**

In addition to the By-Laws and consistent with the Act, the following provisions for the regulation and conduct of the affairs of the Corporation, and for the creation, definition, limitation or regulation of the powers of the Corporation and its Directors, shall apply:

**Section 1. Amendment of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or in any amendment hereto in accordance with the provisions of the Act; provided, however, that such right shall not authorize any amendment which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2), Section 2522 or Section 2106(a)(2) of the Code.

**Section 2. Adoption and Amendment of By-Laws.** The power to make, alter, amend or repeal any provisions contained in the By-Laws of the Corporation is vested solely in the Class A Member(s) of the Corporation entitled to vote thereon, and the Board of Directors shall have no such power; provided, however, that such power shall not authorize any amendment, alteration or change which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2), Section 2522 or Section 2106(a)(2) of the Code.

**Section 3. Intention that Corporation Qualify for Exemption from Federal Income, Gift and Estate Taxes.** The Corporation intends that it shall qualify as a tax-exempt organization under Section 501(c)(3) of the Code and that contributions to the Corporation shall qualify for deduction from Federal income, estate and gift taxes under Section 170(c)(2), Section 2055(a)(2) and Section 2522(a) of the Code, respectively, and all questions applicable to the Corporation shall be resolved accordingly, notwithstanding any provision in these Articles of Incorporation that might be construed as having the effect of compromising this objective. The powers and discretions of the Board of Directors or the officers with respect to administration of the Corporation shall not be exercised or exercisable except in a manner consistent with the Corporation's intent as expressed in this Section 3. To the extent that any other provision of these Articles of Incorporation or the By-Laws conflicts with the Corporation's primary intent as expressed in this Section 3 or gives rise to an ambiguity, such conflict or ambiguity shall be resolved as directed in this Section 3. Likewise, should there be an ambiguity as to whether any provision necessary for qualification of the Corporation as a tax exempt organization or for qualification of contributions to the Corporation for deduction from Federal income, estate and gift tax is included in these Articles of Incorporation, the ambiguity shall be resolved as directed in this Section 3.

**Section 4. Officers.** The Class A Members then entitled to vote shall have the exclusive authority to elect and remove the officers of the Corporation.

CERTIFICATE

The undersigned hereby certifies, subject to penalties for perjury, that the foregoing First Amended and Restated Articles of Incorporation of the Corporation were duly approved and adopted by action of the Board of Directors and the Class A Members of the Corporation to be effective on the 15<sup>th</sup> day of January, 2010.

M.B. MOORE FOUNDATION, INC.

By: Mark B. Moore  
Mark B. Moore, President

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FIRST AMENDED AND RESTATED  
BY-LAWS  
OF  
M.B. MOORE FOUNDATION, INC.

ARTICLE I  
Name, Office and Agent

Section 1. Name. The name of the corporation is M.B. Moore Foundation, Inc. ("Corporation").

Section 2. Registered Office and Registered Agent. The post-office address of the Registered Office of the Corporation is One Indiana Square, Suite 2800, Indianapolis, Indiana 46204, and the name and post-office address of its Registered Agent in charge of such office is Matthew S. Carr, Krieg DeVault, LLP, One Indiana Square, Suite 2800, Indianapolis, Indiana 46204.

ARTICLE II  
Fiscal Year

The fiscal year of the Corporation shall begin each year on the first day of January and end on the last day of December of each year.

ARTICLE III  
Members

Section 1. Classes of Members. There shall be two (2) classes of members (as the context shall require, hereinafter referred to as either "Member" or "Members" of the Corporation, namely, Class A and Class B.

Section 2. Class A Members. There shall be two (2) Class A Members of the Corporation, namely, Mark B. Moore and Colleen Burch Moore, who shall have the exclusive right to vote as described in the Articles of Incorporation.

Section 3. Class B Members. The Class B Members shall consist of the members of the Board of Directors. The Class B Members shall have no rights or obligations whatsoever except during any period in which there are no Class A Members, as described in the Articles of Incorporation.

ARTICLE IV  
Meetings of the Class A Members

Section 1. Place of Meeting. Meetings of Class A. Members of the Corporation shall be held at such place, within or outside the State of Indiana, as may from time to time be designated by the President, or as may be specified in the notices or waivers of notice of such meetings.

**Section 2. Annual Meeting.** The annual meeting of Class A Members entitled to vote for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held on the 3rd Tuesday in May of each year at such time and place as the President shall determine. Failure to hold the annual meeting during such month shall not work any forfeiture or a dissolution of the Corporation and shall not affect otherwise valid corporate acts. Such annual meeting shall be held at the same time and place, and in conjunction with, the annual meeting of the Board of Directors.

**Section 3. Special Meetings.** Special meetings of the Class A Members for any purpose or purposes, unless otherwise prescribed by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act") or by the Articles of Incorporation, may be called by the President, by a majority of the Class A Members entitled to vote at such meeting or by a majority of the Board of Directors.

**Section 4. Notice of Meetings.** A written or printed notice, stating the place, day and hour of the meeting, and in case of a special meeting, or when required by any other provision of the Act, or the Articles of Incorporation, or these By-Laws, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary, or by the officer or persons calling the meeting, to the Class A Members of record entitled to vote at such meeting at least ten (10) days before the date of the meeting. Notice of any such meeting may be waived in writing by the Class A Members, and attendance at any meeting in person shall constitute a waiver of notice of such meeting. Notwithstanding the foregoing, unless otherwise required by the Act, no notice shall be required for the annual meeting of the Class A Members.

## ARTICLE V Board of Directors

### Section 1. Number, Election and Term of Office.

(a) The number of directors of the Corporation shall be four (4) unless changed by amendment of this Section 1(a).

(b) The term of office of each director shall be for a period of one (1) year and until his or her successor is duly elected and qualified. Directors shall be elected at the annual meeting of the Class A Members, or, if not so elected, at a special meeting of the Class A Members called for that purpose.

(c) In the event of an increase in the number of directors by amendment of these By-Laws, the election of the additional director or directors shall be by a vote of the Class A Members of the Corporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

**Section 2. Vacancies.** Any vacancy occurring on the Board of Directors caused by resignation, death or otherwise shall be filled until the next annual meeting only through a vote of the Class A Members of the Corporation who are entitled to vote to fill such vacancy on the Board of Directors. If the vacancy is being filled through a vote of the Class B Members, the Class B Members shall give due consideration to any recommendation regarding the individual who should be elected to fill such vacancy as may have been previously expressed by the Class A Members in a resolution or resolutions adopted by the Class A Members. It is the intent of the Corporation that such recommendation be followed unless (a) the individual so recommended is unable or unwilling to serve, or (b) such individual's service on the Board of Directors, in the reasonable business judgment of the Class B Members, would be detrimental to the Corporation.

**Section 3. Annual Meeting.** The annual meeting of the Board of Directors shall be held at the same time and place and in conjunction with the annual meeting of the Class A Members.

**Section 4. Regular Meeting.** In addition to the annual meeting of the Board of Directors, a regular meeting of the Board of Directors shall be held on the 3<sup>rd</sup> Tuesday in May of each year (or on such other date in the month of May as the President may determine) at such time and place as the President shall determine and cause to be communicated to the directors by the Secretary at least forty-eight (48) hours prior to the time of the meeting. Such regular meeting of the Board of Directors may be held without further notice or upon such notice as may be fixed by the directors. Regular meetings may be held either within or outside the State of Indiana.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by the President or any two directors. Notice of the time and place, either within or outside the State of Indiana, of a special meeting shall be served upon or telephoned to each director at least twenty-four hours, or sent by U.S. Mail, facsimile or by other electronic communication to each director at his or her usual place of business or residence at least forty-eight hours, prior to the time of the meeting. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a director in person at any such special meeting shall constitute a waiver of notice.

**Section 6. Quorum.** A majority of the actual number of directors elected and qualified from time to time shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the directors present at the meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by the Act, by the Articles of Incorporation or by these By-Laws. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the Secretary of the meeting before adjournment thereof or shall forward such dissent by hand-delivery or by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in

favor of such action and did not change his or her vote prior to the time that the result of such vote was announced by the Chairman of such meeting.

**Section 7. Consent Action by Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board of Directors or such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee. Action taken under this Section 7 is effective when the last director or committee member, as the case may be, signs the consent, unless the consent specifies a different prior or subsequent effective date.

**Section 8. Conference Telephone Meetings.** A director may participate in a meeting of the Board of Directors through the use of telephonic, video or other electronic means which allow all persons participating in the meeting to communicate with each other, and participation by these means constitutes presence in person at the meeting.

**Section 9. Committees.** The Board of Directors may designate such committees with such responsibilities and powers, in accordance with the Act, as the Board of Directors may specify. Members of such committees may, but need not, be directors of the Corporation.

## ARTICLE VI Officers

**Section 1. Principal Officers.** The principal officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary. The Corporation may also have, at the discretion of the Board of Directors, such subordinate officers as may be appointed in accordance with the provisions of these By-Laws. Officers may, but need not, be members of the Board of Directors.

**Section 2. Election and Term of Office.** The principal officers of the Corporation shall be chosen annually by the Class A Members at the annual meeting of the Class A Members. Each such officer shall hold office for one (1) year and until his successor shall have been duly chosen and qualified, or until his death, or until he shall resign, or until he shall have been removed in the manner hereinafter provided.

**Section 3. Removal.** Any principal officer may be removed, with or without cause, at any time, by resolution adopted at a regular or special meeting of the Class A Members then entitled to vote.

**Section 4. Subordinate Officers.** In addition to the principal officers enumerated in Section 1 of this Article VI, the Corporation may have one or more Assistant Treasurers, one or more Assistant Secretaries and such other officers, agents and employees as the Board of Directors may deem necessary, each of whom shall hold office for such period, may be removed with or without cause, have such authority and perform such duties as the President or Board of Directors may from time to time determine. The Board of Directors may delegate to any

principal officer the power to appoint and to remove any such subordinate officers, agents or employees.

**Section 5. Resignations.** Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

**Section 6. Vacancies.** Any vacancy in any office may be filled only by the Class A Members. The person elected to fill such vacancy shall serve until the next annual meeting of the Class A Members and until his or her successor shall have been duly chosen and qualified.

**Section 7. President.** The President shall preside at all meetings of the Class A Members and all meetings of directors. He shall be the chief executive officer of the Corporation and, as such, shall have general executive and supervisory authority over the Corporation's affairs, and other officers and employees of the Corporation. The President may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. The President is hereby appointed attorney-in-fact for and agent of the Corporation, and shall have full power and authority in the name and on behalf of the Corporation, to attend and to act at, and to vote all memberships, partnership interests, and all stock or other securities entitled to be voted at, any meetings of members or security holders of such corporations (whether for profit or nonprofit), partnerships, associations or entities in which the Corporation may hold memberships, partnership interests, or securities, in person or by proxy, as a member, partner, security holder or otherwise, and at such meetings shall possess and may exercise any and all rights and powers incident to the holding of such memberships, partnerships, or the ownership of such securities, and which as the holder or owner thereof, the Corporation might have possessed and exercised, if present, or to consent in writing to any action by any such other corporation, partnership, association or entity. In general, the President shall perform all duties and have all powers incident to the office of President, as herein defined, and all such other duties and powers as, from time to time, may be assigned to the President by the Class A Members.

**Section 8. Vice President.** The Vice President shall perform such duties and have such powers as the Board of Directors or the President may from time to time assign. In the event of any absence or disability of the President, the Vice President shall possess the authority and perform the duties of the President.

**Section 9. Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer shall prepare and maintain books of account and records regarding the financial affairs of the Corporation; shall upon request exhibit at all reasonable times the books of account and records to any of the directors of the Corporation during business hours at the office of the Corporation where such books and records shall be kept; shall render upon request by the Board of Directors a statement of the condition of the finances of the Corporation at any meeting of the Board of Directors or at the annual meeting of the members; shall receive, and

give receipt for, moneys due and payable to the Corporation from any source whatsoever; and in general, shall perform all duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall give such bond, if any, for the faithful discharge of his or her duties as the Board of Directors may require.

**Section 10. Secretary.** The Secretary shall keep or cause to be kept in the books provided for that purpose the minutes of the meeting of the member(s) and of the Board of Directors; shall duly give and serve all notices required to be given in accordance with the provisions of these By-Laws and by the Act; shall be custodian of the records of the Corporation and attest to all documents, the execution of which on behalf of the Corporation under the Secretary's attestation is duly authorized in accordance with the provisions of these By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

## ARTICLE VII Contracts, Loans and Checks

**Section 1. Contracts.** In connection with the authority granted to the President of the Corporation pursuant to Article VI, Section 7 of these By-Laws, the President may authorize any other officers, employees or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authorization may be general or limited to specific instances. No other officer, employee or agent of the Corporation shall have any power to bind the Corporation or to render it liable for any purpose or amount unless so authorized by the President or by these By-Laws.

**Section 2. Checks.** All checks, drafts or other orders for payment of money of the Corporation shall be signed by the President or any other officer to whom the President has delegated such authority from time to time.

## ARTICLE VIII Indemnification

**Section 1. Definitions.** For purposes of this Article, the following terms shall have the following meanings:

(a) "Liabilities" and "Expenses" shall mean monetary obligations incurred by or on behalf of a Member, director or officer in connection with the investigation, defense or appeal of a Proceeding or in satisfying a claim thereunder and shall include, but shall not be limited to, attorneys' fees and disbursements, amounts of judgments, fines or penalties, excise taxes assessed with respect to an employee benefit plan, and amounts paid in settlement by or on behalf of a Member, director or officer.

(b) "Other Enterprise" shall mean any corporation, partnership, limited liability company, limited liability partnership, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not, for which a Member, director or officer is or

was serving, at the request of the Corporation, as a Member, director, officer, partner, manager, trustee, employee or agent.

(c) "Proceeding" shall mean any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or Other Enterprise or otherwise), civil, criminal, administrative or investigative, whether formal or informal, and whether actual or threatened or in connection with an appeal relating thereto, in which a Member, director or officer may become involved, as a party or otherwise, (i) by reason of his being or having been a Member, director or officer of the Corporation (and, if applicable, an officer, employee or agent of the Corporation) or a Member, director, officer, partner, manager, trustee, employee or agent of an Other Enterprise or arising out of his status as such, or (ii) by reason of any past or future action taken or not taken by a Member, director or officer in any such capacity, whether or not he continues to be such at the time he incurs Liabilities and Expenses under the Proceeding.

(d) "Standard of Conduct" shall mean that a Member, director or officer, based on facts then known to the Member, director or officer, discharged the duties as a Member, director or officer, including duties as a Member of a committee, in good faith in what he reasonably believed to be in or not opposed to the best interests of the Corporation or Other Enterprise, as the case may be, and, in addition, in any criminal Proceeding had no reasonable cause to believe that his conduct was unlawful. The termination of any Proceeding, by judgment, order, settlement (whether with or without court approval) or conviction or upon a plea of guilty, shall not create a presumption that the Member, director or officer did not meet the Standard of Conduct. The termination of any Proceeding by a consent decree or upon a plea of nolo contendere, or its equivalent, shall create the presumption that the Member, director or officer met the Standard of Conduct.

**Section 2. Indemnification.** If a Member, director or officer is made a party to or threatened to be made a party to any Proceeding, the Corporation shall indemnify the Member, director or officer against Liabilities and Expenses incurred by him in connection with such Proceeding in the following circumstances:

(a) If a Member, director or officer has been wholly successful on the merits or otherwise with respect to any such Proceeding, he shall be entitled to indemnification for Liabilities and Expenses as a matter of right. If a Proceeding is terminated against the Member, director or officer by consent decree or upon a plea of nolo contendere, or its equivalent, the Member, director or officer shall not be deemed to have been "wholly successful" with respect to such Proceeding; or

(b) In all other situations, a Member, director or officer shall be entitled to indemnification for Liabilities and Expenses as a matter of right unless the Member, director or officer has breached or failed to perform his duties as a Member, director or officer in compliance with the Standard of Conduct and with respect to any action or failure to act by the Member, director or officer which is at issue in such Proceeding, such action or failure to act constituted willful misconduct or recklessness. To be entitled

to indemnification pursuant to this Section 2, the Member, director or officer must notify the Corporation of the commencement of the Proceeding in accordance with Section 5 and request indemnification. A review of the request for indemnification and the facts and circumstances underlying the Proceeding shall be made in accordance with one of the procedures described below; and the Member, director or officer shall be entitled to indemnification as a matter of right unless, in accordance with such procedure, it is determined beyond a reasonable doubt that the Member, director or officer breached or failed to perform the duties of the office in compliance with the Standard of Conduct, and the breach or failure to perform constituted willful misconduct or recklessness. Any one of the following procedures may be used to make the review and determination of a Member's, director's or officer's request for indemnification under this Section 2(b) or under Section 3:

- (i) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to, or who have been wholly successful with respect to, such Proceeding;
- (ii) if a quorum cannot be obtained under (i) above, by a majority vote of a committee duly designated by the Board of Directors (in the designation of which, directors who are parties to such Proceeding may participate), consisting solely of two or more directors who are not parties to, or who have been wholly successful with respect to, such Proceeding;
- (iii) by independent legal counsel selected by a majority vote of the full Board of Directors (in which selection, directors who are parties to such Proceeding may participate); or
- (iv) by a committee consisting of three (3) or more disinterested persons selected by a majority vote of the full Board of Directors (in which selection, directors who are parties to such Proceeding may participate).

Any determination made in accordance with the above procedures shall be binding on the Corporation and the Member, director or officer.

(c) If several claims, issues or matters of action are involved, a Member, director or officer may be entitled to indemnification as to some matters even though he is not entitled to indemnification as to other matters.

(d) The indemnification herein provided shall be applicable to Proceedings made or commenced after the adoption of this Article, whether arising from acts or omissions to act which occurred before or after the adoption of this Article.

**Section 3. Prepaid Liabilities and Expenses.** The Liabilities and Expenses which are incurred or are payable by a Member, director or officer in connection with any Proceeding shall be paid by the Corporation in advance; provided, however, that the Member, director or officer shall first comply with the provisions of Indiana Code Section 23-17-16-10 for

reimbursements except that determinations and authorizations of payments may be made in accordance with the provisions under Section 2 of this Article VIII.

**Section 4. Exceptions to Indemnification.**

(a) Notwithstanding any other provisions of this Article to the contrary, the Corporation shall not indemnify a Member, director or officer:

(i) for any Liabilities and Expenses for which payment is actually made to or on behalf of a Member, director or officer under a valid and collectible insurance policy, except in respect of any excess beyond the amount of payment under such insurance; or

(ii) for any Liabilities or Expenses incurred in a suit or claim against the Member, director or officer arising out of or based upon actions attributable to the Member, director or officer in which the Member, director or officer gained any personal profit or advantage to which he was not legally entitled.

(b) Notwithstanding any other provisions of this Article to the contrary, the Corporation shall not be required to indemnify a Member, director or officer for any Liabilities and Expenses, to make prepayments of Liabilities and Expenses under Section 3 hereof, or to pay premiums for insurance described under Section 8 hereof to the extent that any such indemnification or payments may or will constitute an act of self-dealing under Section 4942 of the Internal Revenue Code of 1986, as amended, ("Code") and the Treasury Regulations promulgated thereunder or a taxable expenditure under Section 4941(d) of the Code and the Treasury Regulations promulgated thereunder; provided, however, that the Corporation may make such indemnification or payments if the Board of Directors (with respect to situations coming within the scope of Section 2(a) of this Article) or the Board of Directors and the appropriate person(s) described in Section 2(b)(i) through (iv) of this Article (with respect to situations coming within the scope of Section 2(b) of this Article) determine that it is in the best interest of the Corporation to do so; provided, further, that in no instance shall any indemnification or payment be made by the Corporation which would cause the Corporation to lose its status as an organization exempt from tax under Section 501(c)(3) of the Code. For the purposes of these By-Laws, all references to Sections of the Code shall be deemed to include reference to the corresponding provisions of any future United States internal revenue law and the Treasury Regulations promulgated thereunder.

**Section 5. Notification and Defense of Proceeding.** Promptly after receipt by a Member, director or officer of notice of the commencement of any Proceeding, the Member, director or officer will, if a request for indemnification in respect thereof is to be made against the Corporation under this Article, notify the Corporation of the commencement thereof; but the failure to so notify the Corporation will not relieve it from any obligation which it may have to the Member, director or officer under this Article or otherwise. With respect to any such Proceeding as to which the Member, director or officer notifies the Corporation of the commencement thereof:

(a) the Corporation will be entitled to participate therein at its own expense; and

(b) except as otherwise provided below, to the extent that it may so desire, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel reasonably satisfactory to the Member, director or officer. After notice from the Corporation to the Member, director or officer of its election to assume the defense of the Member, director or officer in the Proceeding, the Corporation will not be liable to the Member, director or officer under this Article for any legal or other Expenses subsequently incurred by the Member, director or officer in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided below. The Member, director or officer shall have the right to employ counsel in such Proceeding, but the Expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Member, director or officer unless:

(i) the employment of counsel by the Member, director or officer has been authorized by the Corporation;

(ii) the Member, director or officer shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Member, director or officer in the conduct of defense of such Proceeding; or

(iii) the Corporation shall not in fact have employed counsel to assume the defense of such Proceeding; in each of which cases the Expenses of counsel employed by the Member, director or officer shall be paid by the Corporation. The Corporation shall not be entitled to assume the defense of any Proceeding brought by the Corporation or as to which the Member, director or officer shall have made the conclusion provided for in (ii) above.

(c) The Corporation shall not be liable to indemnify a Member, director or officer under this Article for any amounts paid in settlement of any Proceeding without the Corporation's prior written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on a Member, director or officer without the Member, director or officer's written consent. Neither the Corporation nor a Member, director or officer will unreasonably withhold consent to any proposed settlement.

**Section 6. Other Rights and Remedies.** The rights of indemnification provided under this Article are not exhaustive and shall be in addition to any rights to which a Member, director or officer may otherwise be entitled by contract or as a matter of law. Irrespective of the provisions of this Article, the Corporation may, at any time and from time to time, indemnify Members, directors, officers, employees and other persons to the full extent permitted by the provisions of the Act, or any successor law, as then in effect, whether with regard to past or future matters.

**Section 7. Continuation of Indemnity.** All obligations of the Corporation under this Article shall survive the termination of a Member's, director's or officer's service in any capacity or status covered by this Article.

**Section 8. Insurance.** The Corporation may purchase and maintain insurance on behalf of any Member, director, officer or other person or any person who is or was serving at the request of the Corporation as a Member, director, officer, partner, trustee or agent of an Other Enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of applicable statutes, this Article or otherwise.

**Section 9. Benefit.** The provisions of this Article shall insure the benefit of each Member, director or officer and his respective heirs, personal representatives and assigns and the Corporation, its successors and assigns.

**Section 10. Severability.** In case any one or more of the provisions contained in this Article shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Article, but this Article shall be construed as if such invalid, illegal or unenforceable provision or provisions had never been contained herein.

## **ARTICLE IX** **Amendments**

The power to make, alter, amend or repeal these By-Laws is vested solely in the Class A Members of the Corporation entitled to vote thereon, subject to any approvals of third parties which may be required by the Articles of Incorporation. The Board of Directors shall have no power to make, alter, amend or repeal these By-Laws.

## **ARTICLE X** **Business Ethics; Conflicts of Interest**

**Section 1. Policies.** In furtherance of the Corporation's commitment to high standards of business ethics and integrity, the Corporation shall adopt those policies and procedures necessary to ensure that all business practices, grant-making activities and conflicts of interest procedures comply with all applicable laws and regulations and high ethical principles.

**Section 2. Annual Statement.** Upon initial appointment and annually thereafter, each director, officer and Corporation manager (as defined in Section 4946(b)(1) of the Code) ("Disqualified Person") shall sign a written statement which affirms that such person has received, read and understands the Corporation's business ethics and conflicts of interest policies and agrees to comply with all such policy requirements at all times.

**Section 3. Contracts or Transactions.** A contract or other transaction between the Corporation and a Disqualified Person or any other corporation, firm, association or entity in which a Disqualified Person is a director or an officer or is financially interested, may not be either void or voidable because of this relationship or interest or because the Disqualified Person of the Corporation that authorizes, approves or ratifies the contract or transaction if:

- (a) The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested director;
- (b) The contract or transaction is fair and reasonable to the Corporation; and
- (c) The Corporation has received an opinion from its counsel to the effect that the contract or transaction will not give rise to an act of self-dealing, which is prohibited by Section 4941 of the Code.

**Section 4. Loans or Guarantees.** The Corporation may not lend money to or guarantee the obligation of a director or an officer of the Corporation.

## ARTICLE XI Limits on Distributions

**Section 1. General Limits.** The Corporation shall not make contributions in any one (1) fiscal year in excess of ten percent (10%) of the fair market value of the gross assets of the Corporation as of the end of the most recent previous fiscal year.

### **Section 2. Special Distribution.**

(a) If the Class A Membership of Mark B. Moore terminates due to his death or any other reason, such termination shall not cause the dissolution of the Corporation, but rather the following shall apply: (i) one hundred percent (100%) of the Class A Membership held by Mark B. Moore shall be immediately transferred to his wife, Colleen Burch Moore, without further action, and (ii) Colleen Burch Moore shall immediately, and without further action, be appointed to replace Mark B. Moore in any director or officer capacity held by Mark B. Moore immediately prior to the termination. In the event that Colleen Burch Moore predeceases Mark B. Moore, upon the death of Mark B. Moore, the Class A Membership of Mark B. Moore shall be transferred according to subsection (c) below.

(b) If the Class A Membership of Colleen Burch Moore terminates due to her death or any other reason, such termination shall not cause the dissolution of the Corporation, but rather the following shall apply: (i) one hundred percent (100%) of the Class A Membership held by Colleen Burch Moore shall be immediately transferred to her husband, Mark B. Moore, without further action, and (ii) Mark B. Moore shall

immediately, and without further action, be appointed to replace Colleen Burch Moore in any director or officer capacity held by Colleen Burch Moore immediately prior to the termination. In the event that Mark B. Moore predeceases Colleen Burch Moore, upon the death of Colleen Burch Moore, the Class A Membership of Colleen Burch Moore shall be transferred according to subsection (c) below.

(c) If the Class A Membership of Colleen Burch Moore, if any, terminates due to her death or any other reason, such termination shall not cause the dissolution of the Corporation, but rather the following shall apply: (i) the Corporation shall make a one-time lump sum special grant to Moore Family Foundation, Inc. ("Moore Family Foundation"), an Indiana nonprofit corporation, of twenty-five percent (25%) of the fair market value of the gross assets of the Corporation determined as of the last day of the most recently ended fiscal year before the day on which the grant is made; provided, however, that Moore Family Foundation is then in existence and then qualifies as an organization exempt from Federal income tax under the provisions of Section 501(c)(3) of the Code, and as may qualify contributions to such organization for deduction under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code, (ii) the Corporation shall make a one-time lump sum special grant to The Matthew Frank Moore Foundation, Inc. ("Matthew Frank Moore Foundation"), an Indiana nonprofit corporation, of twenty-five percent (25%) of the fair market value of the gross assets of the Corporation determined as of the last day of the most recently ended fiscal year before the day on which the grant is made; provided, however, that Matthew Frank Moore Foundation is then in existence and then qualifies as an organization exempt from Federal income tax under the provisions of Section 501(c)(3) of the Code, and as may qualify contributions to such organization for deduction under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code; (iii) Thomas Burch, if he survives and is willing to serve, shall immediately become a Class A Member without further action of the Corporation; and (iv) Kelly Burch, if she survives and is willing to serve, shall immediately become a Class A Member without further action of the Corporation.

## ARTICLE XII

### Dissolution; Distribution of Assets on Dissolution or Final Liquidation.

**Section 1. Dissolution.** Subject to the exceptions set forth in Article XI, Section 2 above, the Corporation shall be dissolved upon the termination of the Class A Membership in the Corporation.

**Section 2. Distribution.** Upon the dissolution of the Corporation, and after payment, or provision is made for the payment, of all liabilities and debts of the Corporation, the remaining assets of the Corporation shall be distributed to the entity or the entities described below, provided that any such entity or entities must be, at the time of such distribution, organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purposes then qualify it for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it for deduction under Section 170(c), Section 2055(a)(2), Section 2522 and Section 2106(a)(2) of the Code (any of which entities are hereinafter referred to as a "Qualified Entity"):

(a) If, at the time of such distribution, Martin J. Moore (the father of Mark B. Moore) is then living and serving as the Chairman of the Board of Directors of Moore Corporation, Inc., to Moore Foundation, Inc. so long as Moore Foundation, Inc. is a Qualified Entity at the time of such distribution; and

(b) If, at the time of such distribution, Martin J. Moore is not then living, or is not the Chairman of the Board of Directors of Moore Foundation, Inc. or Moore Foundation, Inc. is not then a Qualified Entity, fifty percent (50%) of the remaining assets shall be distributed to Moore Family Foundation and fifty percent (50%) of the assets shall be distributed to Matthew Frank Moore Foundation so long as both of such Corporations are Qualified Entities. If only one (1) of such two (2) Corporations is in existence or is a Qualified Entity at the time of the distribution of the assets of the Corporation, all of the remaining assets shall be distributed to the one (1) of those Corporations which is in existence and is a Qualified Entity at the time of the distribution of the Corporation's assets; and

(c) If no distribution can be made pursuant to (a) or (b) of this Section 2 of Article XII, the remaining assets of the Corporation shall be distributed to one (1) or more Qualified Entities as determined by the Board of Directors.

### Section 3. Disclosure.

(a) In conjunction with each annual meeting of the Board of Directors, each Disqualified Person shall be required to certify to the Board of Directors any relationship(s) which he or she has which may reasonably constitute a duality of interest, or a possible conflict of interest or which could give rise to a possible act of self-dealing, as described in Section 4941 of the Code.

(b) (i) Any possible duality of interest, conflict of interest or act of self-dealing on the part of any Disqualified Person shall be fully disclosed to the directors and made a matter of record, either through the annual procedure described in Sections 2 and 3(a) above, or in connection with any proposed transaction, arrangement or other matter of business being considered by the Board of Directors, when the issue arises.

(ii) Any Disqualified Person having a possible duality of interest, a conflict of interest or proposed act of self-dealing on any proposed transaction shall not vote or use personal influence with respect to the transaction, and he or she shall not be counted in determining the quorum for the meeting at which the proposed transaction is considered, even when otherwise permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the presence of a quorum. Investment interests, compensation and reimbursement issues addressed by the Board of Directors shall in all cases constitute a duality or conflict of interest issue.

(iii) Prior to engaging in any transaction which could involve a possible duality of interest, conflict of interest or other act of self-dealing with a Disqualified Person, the Corporation shall obtain an opinion from its counsel as to whether such transaction would constitute an act of self-dealing, which is prohibited by Section 4941 of the Code, and the Board of Directors shall decide by a majority vote of the directors present at the particular meeting whether a duality of interest, or a conflict of interest which could give rise to a possible act of self-dealing does or does not exist for purposes of the pending Board action.

(c) The requirements set forth in Section 3(b) shall not be construed as preventing a Disqualified Person from briefly stating his or her position on the proposed transaction, nor from answering pertinent questions of the Board of Directors.

(d) Each new director, officer and Corporation manager will be advised of the provisions of this Article X when entering into the duties of his or her office.

(e) Each director, officer and Corporation manager shall be required to provide information to other directors as to his or her outside activities and any other matters that might be considered as a possible duality of interest or a possible conflict of interest or which could give rise to an act of self-dealing.

(f) An individual is not prohibited from serving as a director, an officer or a Corporation manager if the Disqualified Person has a direct or indirect pecuniary interest in or derives a direct or indirect profit from a direct or indirect proposed transaction with the Corporation so long as, in the opinion of the Corporation's counsel, the proposed transaction would not give rise to an act of self-dealing, which is prohibited by Section 4941 of the Code. However, the Disqualified Person shall disclose that interest or profit in writing to the Board of Directors. The Disqualified Person shall in all cases abstain from voting on any matter that affects such interest or profit.

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CERTIFICATE

The undersigned hereby certifies that the foregoing First Amended and Restated By-Laws of the Corporation were duly approved and adopted by action of the Class A Member of the Corporation to be effective on the 15<sup>th</sup> day of January, 2010.

M.B. MOORE FOUNDATION, INC.

By: Mark B. Moore  
Mark B. Moore, President

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