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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

THE ONEAMERICA FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address)

ONE AMERICAN SQ, PO BOX 368

City or town, state or province, country, and ZIP or foreign postal code

INDIANAPOLIS, IN 46206-0368

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

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, col (c), line

16) ▶ \$ 8,725,221.

J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

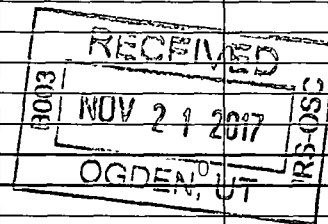
31-1146437

B Telephone number (see instructions)

(317) 285-1057

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 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 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	215,268.	215,268.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	263,822.			
b Gross sales price for all assets on line 6a 2,936,343.				
7 Capital gain net income (from Part IV, line 2)		263,822.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	479,090.	479,090.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) [2].	4,791.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3	314.	157.		157.
24 Total operating and administrative expenses. Add lines 13 through 23.	5,105.	157.		157.
25 Contributions, gifts, grants paid	851,425.			851,425.
26 Total expenses and disbursements. Add lines 24 and 25	856,530.	157.	0.	851,582.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-377,440.			
b Net investment income (if negative, enter -0-)		478,933.		
c Adjusted net income (if negative, enter -0-)			0.	



Part II 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
Assets	1	Cash - non-interest-bearing	88,037.		
	2	Savings and temporary cash investments	188,843.	303,749.	303,749.
	3	Accounts receivable ▶ 30.			
		Less allowance for doubtful accounts ▶	819.	30.	30.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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)			
	Liabilities	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 4	8,758,112.	8,421,442.	8,421,442.
14		Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	9,035,811.	8,725,221.	8,725,221.
17		Accounts payable and accrued expenses	600.	3,961.	
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	600.	3,961.	
	24	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	25	Unrestricted			
	26	Temporarily restricted			
	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	28	Capital stock, trust principal, or current funds			
	29	Paid-in or capital surplus, or land, bldg, and equipment fund			
	30	Retained earnings, accumulated income, endowment, or other funds	9,035,211.	8,721,260.	
	31	Total net assets or fund balances (see instructions)	9,035,211.	8,721,260.	
Total liabilities and net assets/fund balances (see instructions)			9,035,811.	8,725,221.	

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	9,035,211.
2	Enter amount from Part I, line 27a	2	-377,440.
3	Other increases not included in line 2 (itemize) ▶ ATCH 5	3	63,489.
4	Add lines 1, 2, and 3	4	8,721,260.
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	8,721,260.

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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 shs MLC Co)(b) How
acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1 a** SEE PART IV SCHEDULE**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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
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	263,822.
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 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 (col (b) divided by col (c))
2015	848,399.	9,568,350.	0.088667
2014	866,092.	9,975,552.	0.086821
2013	782,201.	9,699,156.	0.080646
2012	618,350.	9,129,497.	0.067731
2011	615,708.	9,015,967.	0.068291

2 Total of line 1, column (d)	2	0.392156
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.	3	0.078431
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,749,850.
5 Multiply line 4 by line 3.	5	686,259.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,789.
7 Add lines 5 and 6.	7	691,048.
8 Enter qualifying distributions from Part XII, line 4. 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	8	851,582.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948- see 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 instructions)			
b 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		1	4,789.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,789.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,789.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,812.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,312.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	516.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 516. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN,		
b 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	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CORPORATE TAX Telephone no ► 317-285-1057 Located at ► ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN ZIP+4 ► 46206-0368			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ► and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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 type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" 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	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ►	1b	N/A	
c	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 2016?	1c		X
2	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►		Yes	<input checked="" type="checkbox"/> No
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 instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►			
3a	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 2016 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 2016)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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 2016?	4b		X

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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))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(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**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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ N/A ☒ Yes**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? ☐ 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No**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
ATCH 6		0.	0.	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 ☒ 1

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 ▶

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
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1a	8,674,344.
b	Average of monthly cash balances	1b	208,752.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,883,096.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,883,096.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,246.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,749,850.
6	Minimum investment return. Enter 5% of line 5	6	437,493.

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	437,493.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,789.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,789.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	432,704.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	432,704.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	432,704.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	851,582.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	851,582.
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)	5	4,789.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	846,793.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				432,704.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 14 , 20 13 , 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011	171,016.			
b From 2012	169,457.			
c From 2013	317,019.			
d From 2014	385,708.			
e From 2015	378,985.			
f Total of lines 3a through e	1,422,185.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 851,582.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				432,704.
e Remaining amount distributed out of corpus.	418,878.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,841,063.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	171,016.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,670,047.			
10 Analysis of line 9				
a Excess from 2012	169,457.			
b Excess from 2013	317,019.			
c Excess from 2014	385,708.			
d Excess from 2015	378,985.			
e Excess from 2016	418,878.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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))

N/A

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

N/A

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 or e-mail address of the person to whom applications should be addressed

ATCH 7

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

ATCH 8

c Any submission deadlines

ATCH 9

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

THERE ARE NO GEOGRAPHICAL OR OTHER RESTRICTIONS.

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
a Paid during the year SEE ATTACHED				851,425.
Total			3a	851,425.
b Approved for future payment				
Total			3b	0.

Enter gross amounts unless otherwise indicated

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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JSA
6E1492 1 000

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date 11/09/17

Check <input type="checkbox"/> if self-employed	PTIN P00395735
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Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ► 111 MONUMENT CIRCLE, STE 4000
INDIANAPOLIS, IN

Phone no 317-681-7000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,063,305.		LONG TERM PROPERTY TYPE: SECURITIES 1,794,062.				P	VAR 269,243.	VAR
873,038.		SHORT TERM PROPERTY TYPE: SECURITIES 878,459.				P	VAR -5,421.	VAR
TOTAL GAIN(LOSS)					<u>263,822.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDEND INCOME	215,268.	215,268.	
TOTAL	<u>215,268.</u>	<u>215,268.</u>	

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	4,791.			
TOTALS	<u>4,791.</u>			

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MISCELLANEOUS EXPENSES	314.	157.		157.
TOTALS	314.	157.		157.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY GROWTH CO FND (FDGRX)	419,914.	419,914.
ISHARE RUSSELL MIDCAP GROWTH	58,434.	58,434.
MFS INTL NEW DISCOVERY FD CL 1	613,047.	613,047.
VANGUARD SHORT TERM CORP. BOND	1,091,338.	1,091,338.
SPDR S&P 500 ETF TRUST (SPY)	261,530.	261,530.
ISHARES RUSSELL 1000 INDEX FND	311,150.	311,150.
HOMESTEAD SMALL CO. STOCK FND	519,472.	519,472.
JANUS FLEXIBLE BOND I SHARES	1,066,867.	1,066,867.
PARNASSUS EQUITY INCOME FUND	236,100.	236,100.
VANGUARD SMALL CAP INDEX FUND	747,968.	747,968.
AMERICAN BEACON BWAY LARGE CAP	609,490.	609,490.
VANGUARD GROWTH INDEX-INV	396,654.	396,654.
VANGUARD SHORT TERM FED-AD	682,022.	682,022.
ISHARES RUSSELL MID-CAP ETF	152,031.	152,031.
VANGUARD EQUITY INCOME-INV	579,984.	579,984.
ISHARES MSCI EAFE ETF	675,441.	675,441.
TOTALS	<u>8,421,442.</u>	<u>8,421,442.</u>

ATTACHMENT 5FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	63,489.
TOTAL	<u>63,489.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES W. FREEMAN ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
BETH A. HANEY ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	TREASURER 1.00	0.	0.	0.
J. SCOTT DAVISON ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	PRESIDENT/CHAIRMAN 1.00	0.	0.	0.
MARK C. ROLLER ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	DIRECTOR 1.00	0.	0.	0.
JOHN C. MASON ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	DIRECTOR 1.00	0.	0.	0.
THOMAS M. ZUREK ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	SECRETARY/DIRECTOR 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT E. FERGUSON ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	ASSISTANT SECRETARY 1.00	0.	0.	0.
JEFFREY D. HOLLEY ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	DIRECTOR 1.00	0.	0.	0.
PATRICK M. FOLEY ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	DIRECTOR 1.00	0.	0.	0.
KELLY M. HUNTINGTON ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	DIRECTOR 1.00	0.	0.	0.
WILLIAM F. YOERGER ONE AMERICAN SQ, PO BOX 368 INDIANAPOLIS, IN 46206-0368	DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 7

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MR. JIM FREEMAN
ONE AMERICAN SQ, PO BOX 368
INDIANAPOLIS, IN 46206-0368
317-285-1609

ATTACHMENT 8990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

A LETTER DESCRIBING THE ORGANIZATION AND THE PROJECT OR PROGRAM TO WHICH THE REQUEST PERTAINS. COPIES OF THE 501(C)(3) AND 509(A) DETERMINATION LETTERS SHOULD ACCOMPANY THE REQUEST.

ATTACHMENT 9990PF, PART XV - SUBMISSION DEADLINES

FOR BUDGETING PURPOSES THE PREFERRED DEADLINE IS SEPTEMBER 30.
REQUESTS CAN BE SUBMITTED DURING THE YEAR.

The OneAmerica Foundation
EIN: 31-1146437

Tax Year Ending: December 31, 2016

Form 990-PF, Part XV - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	Address	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	Category
United Way of Central Indiana	P O Box 88409, Indianapolis, IN 46208-0409	NA	PC	General Contribution	\$ 452,090	Health, Welfare, & Amateur Athletics
All Saints Catholic School	419 Sixth Avenue, Antigo, WI 54409	NA	PC	Matching Contribution	\$ 7,500	Education
Assistance League of Indianapolis	1475 West 86th Street, Suite E Indianapolis, IN 46260	NA	PC	General Contribution	\$ 4,500	Civic & Community
Augustana College	639 38th St Rock Island, IL 61201	NA	PC	Matching Contribution	\$ 1,235	Education
Bail State University Foundation	P O Box 672, Muncie, IN 46308-0672	NA	PC	Matching Contribution	\$ 100	Education
Birmingham-Southern College	900 Arkadelphia Road, Birmingham AL 35254	NA	PC	Matching Contribution	\$ 8,000	Education
Butler University	4600 Sunset Avenue, Indianapolis, IN 46208	NA	PC	Matching Contribution	\$ 7,650	Education
Central Indiana Community Foundation	615 North Alabama Street, Suite 119, Indianapolis, IN 46204	NA	PC	Plus One Project General Purpose Contribution	\$ 20,000	Education Civic & Community
Center for Leadership Development	2425 Dr Martin Luther King Jr Street, Indianapolis, IN 46208	NA	PC	Matching Contribution	\$ 7,500	Education
Crossroads Bible College	601 North Shortridge, Indianapolis, IN 46219	NA	PC	Matching Contribution	\$ 13,750	Education
DePauw University Annual Fund Office	Charter House, P O Box 37, Greencastle, IN 46135-0037	NA	PC	Matching Contribution	\$ 1,000	Health, Welfare, & Amateur Athletics
EdChoice	111 Monument Circle Suite 2650 Indianapolis, IN 46204	NA	PC	Matching Contribution	\$ 20,000	Education
Eskenazi Health Foundation	1001 West 10th Street, Indianapolis, IN 46202	NA	PC	General Contribution	\$ 2,900	Education
Franklin College	Office of Institutional Advancement, 101 Branigan Boulevard, Franklin, IN 46131	NA	PC	Matching Contribution	\$ 1,000	Education
Friedman Foundation for Education	One American Square, Suite 2440 PO Box 82078, Indianapolis, IN 46283	NA	PC	General Contribution	\$ 375	Education
Garrett-Evangelical Theological Seminary	2121 Sheridan Road Evanston, IL 60201	NA	PC	General Contribution	\$ 10,000	Civic & Community
Girl Scouts of Central Indiana	2611 Waterfront Parkway East Drive, Indianapolis, IN 46214	NA	PC	General Contribution	\$ 5,000	Civic & Community
Gleaners Food Bank of Indiana, Inc	3737 Waldemere Avenue Indianapolis, IN 46241	NA	PC	General Contribution	\$ 5,000	Civic & Community

Hanover College	P O Box 108, 484 Ball Drive, Hanover, IN 47243-0108	NA	PC	Matching Contribution	\$ 2,900	Education
Indiana State University Foundation	30 North Fifth Street, Terre Haute, IN 47809	NA	PC	Matching Contribution	\$ 1,000	Education
Indiana University Foundation	Showalter House, P O Box 500, Bloomington, IN 47402	NA	PC	Matching Contribution Summer Reading Program	\$ 39,125	Education
Indianapolis Marion County Public Library Foundation, Inc	PO Box 6134, Indianapolis, IN 46206	NA	PC	General Contribution	\$ 4,000	Civic & Community
Indianapolis Symphony Orchestra	45 Monument Circle Indianapolis, IN 46204	NA	PC	Matching Contribution	\$ 7,500	Civic & Community
John Carroll University	1 John Carroll Boulevard, University Heights, Ohio 44118	NA	PC	Matching Contribution	\$ 1,000	Education
Kansas State University	Manhattan, KS 66506-0102	NA	PC	Matching Contribution	\$ 200	Education
Marian University	Advancement Office, 3200 Cold Spring Road, Indianapolis, IN 46222	NA	PC	Matching Contribution	\$ 20,500	Education
Miami University	Division of University Advancement Murstein Alumni Center 725 E Chestnut Street, Oxford, OH 45056	NA	PC	Matching Contribution	\$ 650	Education
Olivet Nazarene University	One University Avenue, Bourbonnais, IL 60914	NA	PC	Matching Contribution	\$ 2,500	Education
Otterbein College	1 South Grove Street, Westerville, OH 43081	NA	PC	Matching Contribution	\$ 250	Education
Outreach Inc	2416 E New York Street Indianapolis, IN 46201	NA	PC	General Contribution	\$ 10,000	Civic & Community
Purdue University Foundation	Advancement Services, Dick and Sandy Dauch Alumni Center 403 West Wood Street, West Lafayette, IN 47907	NA	PC	Matching Contribution	\$ 6,450	Education
Ripon College	300 W Seward St. Ripon, WI 54971	NA	PC	Matching Contribution	\$ 1,000	Education
Rockhurst University	Advancement Services, Richardson Advancement Center, 1100 Rockhurst Road, Kansas City, MO 64110-2561	NA	PC	Matching Contribution	\$ 1,000	Education
St. Joseph's College	Office of Institutional Advancement, P O Box 870, Rensselaer, IN 47978	NA	PC	Matching Contribution	\$ 500	Education
Saint Meinrad Archabbey	Development Office, 200 Hill Drive, St Meinrad, IN 47577	NA	PC	Matching Contribution	\$ 400	Education
University of South Carolina	Development Office, Columbia, SC 29208	NA	PC	Matching Contribution	\$ 250	Education
Taylor University Upland	236 West Reade Avenue, Upland, IN 46989	NA	PC	Matching Contribution	\$ 750	Education
The Indiana Legal Foundation, Inc	465 N Meridian, P O Box 44034, Indianapolis, IN 46244	NA	PC	General Contribution	\$ 1,000	Civic & Community
University of Alabama	Tuscaloosa, AL 35487	NA	GOV	General Contribution	\$ 100	Education
University of Iowa Foundation	One West Park Road, PO Box 4550 Iowa City, IA 52244-4550	NA	PC	Matching Contribution	\$ 950	Education
University of Cincinnati Foundation	P O Box 19970 Cincinnati, OH 45219	NA	PC	Matching Contribution	\$ 250	Education
University of Notre Dame	Controllers Office 724 Grace Hall, Notre Dame, IN 46556	NA	PC	Matching Contribution	\$ 7,500	Education
University of Evansville	1800 Lincoln Avenue, Evansville, IN 47722	NA	PC	Matching Contribution	\$ 2,000	Education

University of Michigan	1600 Huron Parkway, Ann Arbor, MI 48103	NA	PC	Matching Contribution	\$ 2,500	Education
University of Saint Francis	2701 Spring Street, Fort Wayne, IN 46808	NA	PC	Matching Contribution	\$ 200	Education
University of Virginia	Charlottesville, VA 22904	NA	PC	Matching Contribution	\$ 1,250	Education
Vincennes University Foundation	1002 North First Street, DC-38, Vincennes, IN 47591-5201	NA	PC	Matching Contributions	\$ 200	Education
Wabash College	PO Box 352, Crawfordsville, IN 47933	NA	PC	Matching Contributions	\$ 2,900	Education
Wheeler Mission Ministries	245 North Delaware Street, PO Box 817, Indianapolis, IN 46206	NA	PC	General Contribution	\$ 125,000	Civic & Community
YMCA of Greater Indianapolis	615 N Alabama Street, Suite 200, Indianapolis, IN 46204	NA	PC	General Contribution	\$ 25,000	Civic & Community

Total Contributions

\$ 851,425

BYLAWS
OF
THE ONEAMERICA FOUNDATION, INC.

ARTICLE I

Board of Directors

Section 1.1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 1.2. Number, Term and Designation. The Board of Directors shall consist of a minimum of three (3) directors and a maximum of fifteen (15) directors, with the exact number of directors to be as specified from time to time by resolution of the Board of Directors. Each Director shall be elected by the then existing Board of Directors and shall serve for a term of one year or until his or her successor is duly elected and qualified, unless he or she is removed as set forth below.

Section 1.3. Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the later of the expiration of the unexpired term which the director was chosen to fill, or at such time as a successor shall be duly elected and qualified.

Section 1.4. Removal. Any director may be removed, with or without cause, by the Board of Directors.

Section 1.5. Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall hold an annual meeting within six (6) months of the end of each fiscal year of the Corporation on such date as may be designated by the Board of Directors, for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting. At least ten (10) days before the annual meeting, notice shall be given to each director specifying the date, time, and place of the annual meeting. Such notice shall be delivered personally or mailed by regular mail to the address appearing upon the records of the Corporation, or sent by facsimile transmission to the telephone number appearing upon the records of the Corporation.

Section 1.6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the President

or of any two (2) members of the Board of Directors then in office, upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting. Such notice shall be delivered personally or mailed by regular mail to the address appearing upon the records of the Corporation, or sent by electronic mail or facsimile transmission. Oral notice of special meetings is authorized.

Section 1.7. Waiver of Notice of Meetings; Attendance or Participation. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in any meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 1.8. Participation. A director may participate in an annual, a regular or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 1.9. Quorum; Voting. A majority of the directors in office when action is taken, but in no event fewer than three (3) directors, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 1.10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Any action taken by written consent under this Section may be executed in multiple identical counterparts, and any such counterparts may be sent or delivered by email or facsimile transmission. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 1.11. Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

ARTICLE II

Officers

Section 2.1. Officers and Qualifications Therefor. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall be chosen by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section 2.2. Terms of Office. Each officer of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until a successor shall be duly elected and qualified, or until resignation, removal or death.

Section 2.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 2.4. Removal. Any officer of the Corporation may be removed, with or without cause, at any time by the Board of Directors.

Section 2.5. Compensation. The officers of the Corporation shall receive no compensation for their services in such offices.

ARTICLE III

Powers and Duties of Officers

Section 3.1. President. The President, if present, shall preside at all meetings of the Board of Directors. At each annual meeting of directors, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 3.2. Vice President. Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

Section 3.3. Secretary. The Secretary shall attend all meetings of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be

responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 3.4. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the directors, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 3.5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation, and perform all other duties of the Secretary.

ARTICLE IV

Miscellaneous

Section 4.1. Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 4.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Vice President and, if required, attested by the Secretary or an assistant secretary.

Section 4.3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

ARTICLE V

Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The affirmative vote of

a majority of the entire board of directors then holding office shall be necessary to effect any such changes in these Bylaws. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.