



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation****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 instructions is at www.irs.gov/form990pf.

2016**Open to Public
Inspection****For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016**

<p>Name of foundation German American Foundation</p> <p>% BRADLEY M RUST</p> <p>Number and street (or P O box number if mail is not delivered to street address) 711 Main Street</p> <p>City or town, state or province, country, and ZIP or foreign postal code Jasper, IN 47546</p>		<p>A Employer identification number 35-6024519</p> <p>B Telephone number (see instructions) (812) 482-1314</p>			
		<p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/></p> <p>2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
<p>G Check all that apply</p> <p><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity</p> <p><input type="checkbox"/> Final return <input type="checkbox"/> Amended return</p> <p><input type="checkbox"/> Address change <input type="checkbox"/> Name change</p>					
<p>H Check type of organization</p> <p><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</p> <p><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>					
<p>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 10,011</p>	<p>J Accounting method</p> <p><input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual</p> <p><input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>				
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)
<p>1 Contributions, gifts, grants, etc , received (attach schedule)</p> <p>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</p> <p>3 Interest on savings and temporary cash investments</p> <p>4 Dividends and interest from securities</p> <p>5a Gross rents</p> <p>b Net rental income or (loss) _____</p> <p>6a Net gain or (loss) from sale of assets not on line 10</p> <p>b Gross sales price for all assets on line 6a_____</p> <p>7 Capital gain net income (from Part IV, line 2)</p> <p>8 Net short-term capital gain</p> <p>9 Income modifications</p> <p>10a Gross sales less returns and allowances</p> <p>b Less Cost of goods sold</p> <p>c Gross profit or (loss) (attach schedule)</p> <p>11 Other income (attach schedule)</p> <p>12 Total. Add lines 1 through 11</p>		10,011			
		10,011	0	0	
<p>13 Compensation of officers, directors, trustees, etc</p> <p>14 Other employee salaries and wages</p> <p>15 Pension plans, employee benefits</p> <p>16a Legal fees (attach schedule)</p> <p>b Accounting fees (attach schedule)</p> <p>c Other professional fees (attach schedule)</p> <p>17 Interest</p> <p>18 Taxes (attach schedule) (see instructions)</p> <p>19 Depreciation (attach schedule) and depletion</p> <p>20 Occupancy</p> <p>21 Travel, conferences, and meetings</p> <p>22 Printing and publications</p> <p>23 Other expenses (attach schedule)</p> <p>24 Total operating and administrative expenses.</p> <p>Add lines 13 through 23</p> <p>25 Contributions, gifts, grants paid</p> <p>26 Total expenses and disbursements. Add lines 24 and 25</p>		0			
		0	0	0	0
<p>27 Subtract line 26 from line 12</p> <p>a Excess of revenue over expenses and disbursements</p> <p>b Net investment income (if negative, enter -0-)</p> <p>c Adjusted net income(if negative, enter -0-) . . .</p>		10,011			
		10,011	0	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		0	10,011	10,011
	2 Savings and temporary cash investments				
	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 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)				
	11 Investments—land, buildings, and equipment basis ► _____				
	Less accumulated depreciation (attach schedule) ► _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	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)		0	10,011	10,011
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► _____)				
	23 Total liabilities (add lines 17 through 22)		0	0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0	10,011	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		0	10,011	
	31 Total liabilities and net assets/fund balances (see instructions)		0	10,011	

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	0
2 Enter amount from Part I, line 27a	2	10,011
3 Other increases not included in line 2 (itemize) ► _____	3	
4 Add lines 1, 2, and 3	4	10,011
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	10,011

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.)
1a					
(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		
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					

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

 Yes No

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

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 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	0	0	0 0
2014	0	0	0 0
2013	0	0	0 0
2012	0	0	0 0
2011	0	0	0 0
2 Total of line 1, column (d)			2 0 0
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 0
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,804
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
8 Enter qualifying distributions from Part XIII, line 4			8 0

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 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)	1	0
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		
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	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	0
8	Enter any penalty 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	0
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 2017 estimated tax ►	Refunded	11

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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
<i>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</i>				
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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? <i>If "No," attach explanation</i>	8b		No
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

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 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 No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes

Website address ►

14 The books are in care of ►BRADLEY M RUST Telephone no ►(812) 482-1314

Located at ►711 MAIN STREET Jasper IN ZIP+4 ►47546

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. ► 15 □

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? 16 Yes No

See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.

1a 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? □ Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? □ Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? □ Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? □ Yes 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)? □ Yes 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). □ Yes 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)? ► 1b □

Organizations relying on a current notice regarding disaster assistance check here. ► □

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 No

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? □ Yes 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 instructions) 2b

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____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? □ Yes 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

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No

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 No

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)? Organizations 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? 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? 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?

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).

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Mark A Schroeder 711 Main Street Jasper, IN 47546	President 1 0	0	0	0
Bradley M Rust 711 Main Street Jasper, IN 47546	Secretary/Treasurer 1 0	0	0	0
Clay W Ewing 711 Main Street Jasper, IN 47546	Vice-President 1 0	0	0	0

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

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	Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000.				

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".

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.

1	
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.

1	
2	

All other program-related investments. See instructions.

3	_____

Total Add lines 1 through 3

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	0
b	Average of monthly cash balances.	1b	4,877
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,877
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	0
3	Subtract line 2 from line 1d.	3	4,877
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	73
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,804
6	Minimum investment return. Enter 5% of line 5.	6	240

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign

Part XI organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	240
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	0
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	240
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	240
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	240

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	0
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	0
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	0

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				240
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 0				
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.				
e Remaining amount distributed out of corpus	0			
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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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.				240
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)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	0			

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

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 organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years		
b 85% of line 2a	(a) 2016	(b) 2015	(c) 2014	(d) 2013
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 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))
- 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

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 email address 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>				
Total				► 3a
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities.					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).					
13 Total. Add line 12, columns (b), (d), and (e).					13

(See worksheet in line 13 instructions to verify)

Part XVI-B Relationship of Activities

Part XVT-B Relationship of Activities to the Ac

13

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

• Other transactions

(5) Loans or loan guarantees.
(6) Performance of company on market analysis, as fundamental - selected topics.

(b) Performance of services or membership or fundraising solicitations. Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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 asset, the value of the asset for federal tax purposes.

or 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

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 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

* * * * *

2017-05-15

* * * * *

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

**Sign
Here**

**Paid
Preparer
Use Only**

Signature of officer or trustee		Date	(see instr.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN
	Kathryn Gergely				P00172419
	Firm's name ► Crowe Horwath LLP				Firm's EIN ►
Firm's address ► 330 E Jefferson Blvd PO Box 7 South Bend, IN 466240007				Phone no (574) 232-3992	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: German American Foundation

EIN: 35-6024519

AMENDED AND RESTATED CODE OF BY-LAWS
OF
THE GERMAN AMERICAN FOUNDATION, INC.

(Existing as a Public Benefit Corporation Under the
Indiana Nonprofit Corporation Act of 1991 ("Act"))

ARTICLE I

Members

The Corporation shall have no members.

ARTICLE II

The Board of Directors

Section 2.01. Powers of Board. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, a Board of Directors. The Directors and each of them shall have no authority to bind the Corporation except when acting as a Board, or as a duly authorized committee thereof. The Board of Directors may fix, from time to time, the compensation of Directors, if any.

Section 2.02 Election and Qualification; Term. The Board shall consist of not more than Seven (7) Directors or less than three (3) Directors. A Director must be an individual but need not be a resident of Indiana. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, but no decrease shall reduce the number of members of the Board to less than three (3) or have the effect of shortening the term of any incumbent Director. The directors shall be elected by all of the incumbent directors at the annual meeting of directors held during each year, by a majority vote of the directors of the Corporation.

Section 2.03. Vacancies. If a vacancy occurs on the Board of Directors, or there is a vacancy resulting from an increase in the number of Directors, the Board of Directors may fill the vacancy, or if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by an affirmative vote by the majority of all the Directors remaining in office. The term of a Director elected to fill such a vacancy expires at the end of the term for which the Director's predecessor was elected. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 2.04. Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, the Chairman, the President or the Secretary of the Corporation.

The resignation is effective as provided in **Section 2.09** hereof unless the notice specifies a later effective date.

Section 2.05. Removal. Any Director may be removed with or without cause by a majority of the Directors then in office.

Section 2.06. Annual Meeting. The Board of Directors shall meet each year **on or before December 31st** at such place and time designated by the President or the Board of Directors (either within or without the State of Indiana), for the purpose of election of officers and Directors if the terms of Directors, as provided in **Section 2.02**, expire at such meeting, and consideration of any other business that may properly be brought before the meeting. Annual meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting (except as provided in **Article VII** hereof). If such meeting is not held, the election of officers may be had at any subsequent meeting of the Board specifically called in the manner provided in **Section 2.08** of this Article.

Section 2.07. Regular Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting (except as provided in **Article VII** hereof). Such meetings shall be held at such place (either within or without the State of Indiana) and time as may be fixed from time to time by resolution of the Board of Directors.

Section 2.08. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, if any, President, or upon written request of at least twenty percent (20%) of the number of Directors then in office. Notice of the date, time and place, and the purpose, if provided pursuant to **Article VII** hereof, either within or without the State of Indiana and as specified in the respective notices or waivers of any such meetings, of such a special meeting shall be given to each Director at the Director's residence or usual place of business by mail, telegram, cable or radiogram, or in person, by telephone, telegraph, teletype or radiophone or by other form of wire or wireless communication on a date no later than the date immediately preceding the day for the meeting.

Section 2.09. Effectiveness of Notice. Transmission of notice, for purposes of this **Article II**, is effective:

Section 2.091. Written Notice. If in writing, at the earliest of the following: (a) when received; (b) five (5) days after its mailing, as evidenced by the postmark or private carrier receipt, if correctly addressed to the address listed in the most current records of the Corporation; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after the notice is deposited with another method of the United States Postal Services other than first class, registered or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 2.092. Oral Notice. If orally, when communicated.

Section 2.10. Waiver of Notice. A Director may waive any required notice. Such 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 a 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 a meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.11. Quorum and Actions of Board. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins except that in filling a vacancy on the Board, if the Directors remaining in office constitute fewer than a quorum, the remaining Directors may fill the vacancy by majority vote of the remaining Directors. A quorum of the Board of Directors must be present at the time an action is taken for the action to be validly adopted; if a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

Section 2.12. Action by Consent. 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 the action is taken by all members of the Board or committee. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. The consent is effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date. The consent has the effect of a meeting vote and may be described as such in any document. An electronic transmission may be used to consent to an action if the electronic transmission contains or is accompanied by information from which the Corporation can determine the date on which the electronic transmission was signed and that the electronic transmission was authorized by the Director.

Section 2.13. Participation in Meetings When Not in Attendance. Any or all Directors may participate in an annual, regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III

Committees

Section 3.01. Designation of Committees. The Board of Directors may create one or more committees and appoint at least two (2) members of the Board of Directors to serve on them at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. All provisions of these By-Laws governing the meetings, actions without meetings, notice

and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

Section 3.02. Powers of Committees. The Board of Directors may specify the extent of the authority of any committee it designates and may grant the committee as much authority as the Board has in managing the business and affairs of the Corporation. A committee may not, however:

- (a) Authorize distributions;
- (b) Approve dissolution, merger, sale, pledge or transfer, of all or substantially all of the Corporation's assets;
- (c) Elect, appoint or remove Directors, fill vacancies on the Board of Directors or on any of its committees; or
- (d) Adopt, amend or repeal the Articles of Incorporation or By-Laws of the Corporation.

The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct prescribed by the Act

ARTICLE IV

The Officers

Section 4.01. Number. The officers of the Corporation shall consist of the Chairman of the Board, if elected. President, one Vice-President, if elected, the Treasurer and the Secretary and such other officers (including a controller) and Assistants as the Board of Directors may elect. The same individual may simultaneously hold more than one office in the Corporation.

Section 4.02. Election, Term of Office, and Qualification. The officers shall be elected at the annual meeting of the Board of Directors, or at a subsequent meeting of the Board as provided in these By-Laws. Each officer shall hold office until the next annual meeting of the Board and until the officer's successor is elected and qualified, or until the officer's death, resignation, or removal from office. The election or appointment of an officer does not itself create contract rights.

Section 4.03. Removal. The Board of Directors may remove any officer at any time with or without cause. Such removal will not affect the officer's contract rights, if any, with the Corporation.

Section 4.04. Resignation. An officer may resign at any time by delivering written notice to the Board of Directors, its Chairman, or the Secretary of the Corporation. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a

resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. An officer's resignation will not affect the Corporation's contract rights, if any, with the officer.

Section 4.05. Vacancies. Any vacancy in any office because of death, resignation, removal or any other cause may be filled for the unexpired portion of the term at the earliest practicable regular meeting or at a special meeting of the Board of Directors and otherwise at the next annual meeting.

Section 4.06. Salaries. The salaries of the officers, if any, shall be fixed, from time to time, by the Board of Directors at its discretion. No officer shall be prevented from receiving such salary by reason of the fact such officer is also a Director of the Corporation.

Section 4.07. The Chairman of the Board. The Chairman of the Board, if elected, shall be the chief executive officer of the Corporation, shall be chosen from among the Directors, shall preside at all meetings of the Board of Directors and shall perform such other duties as the Board of Directors may from time to time assign.

Section 4.08. The President. The President shall be the chief operating and administrative officer of the Corporation, and in the event a Chairman of the Board is not elected, shall be the chief executive officer of the Corporation. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors. The President shall exercise such duties as customarily pertain to the office of the President and shall have general and active supervision over the property, business and affairs of the Corporation and over its several officers. The President may appoint officers, agents or employees other than those appointed by the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these By-Laws.

Section 4.09. The Vice-President. The Vice-President, if elected, shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President from time to time delegates to them. At the request of the President, such officer may, in the case of the President's absence or inability to act, temporarily act in the President's place. In the case of the death of the President, or in the case of the President's absence or inability to act without having designated an officer to act temporarily in the President's place, the officer who shall perform the duties of the President shall be designated by the Chairman of the Board and, if there is no Chairman of the Board, then the Vice-President shall perform the duties of the President.

Section 4.10. The Secretary. The Secretary shall have the custody and care of the corporate seal, records, minutes and membership books of the Corporation. The Secretary shall attend all meetings of the Board of Directors, and shall prepare and keep, or cause to be kept in a book provided for that purpose, true and complete minutes of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The Secretary shall be responsible for authenticating records, attending to the

giving and serving of all notices of the Corporation, filing and taking charge of all papers and documents belonging to the Corporation and performing such other duties as these By-Laws may require or the Board of Directors may prescribe or as are usual to such office.

Section 4.11. The Treasurer. The Treasurer shall be the financial officer of the Corporation and shall perform all duties customary to that office; shall have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, monies due and payable to the Corporation from any source whatsoever; and, in general, shall perform all the duties as, from time to time, may be assigned by the Board of Directors or by the President. The Treasurer shall render to the President and the Board of Directors, at the annual meeting of the Board and whenever the same otherwise shall be required, an account of all of the Treasurer's transactions and the financial condition of the Corporation.

Section 4.12. The Assistant Secretaries. The Assistant Secretaries, if elected, shall perform all duties of the Secretary during the absence or inability of the Secretary to perform such duties. They shall perform such other duties as the President or the Board of Directors may prescribe.

Section 4.13. The Assistant Treasurers. The Assistant Treasurers, if elected, shall perform all duties of the Treasurer during the absence or inability of the Treasurer to perform such duties. They shall perform such other duties as the President or the Board of Directors may prescribe.

Section 4.14. Other Offices. The Board of Directors may create other offices and prescribe duties in conjunction with those offices as it may from time to time deem desirable.

Section 4.15. Delegation of Authority. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, and in the case of the office of Secretary shall, delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs therein.

ARTICLE V

Miscellaneous

Section 5.01. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December in each year.

Section 5.02. Registered Office and Registered Agent -- Power to Change. The registered office of the Corporation and the business office of the Corporation's registered agent shall be identical. The location of the Corporation's registered office, and the designation of its registered agent may be changed at any time, or from time to time, as provided in the Act.

Section 5.03. Execution of Documents. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of share certificates, registered bonds, or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any one of the following officers: Chairman of the Board, President, Vice-President, Treasurer or Secretary.

Section 5.04. Seal. The seal of the Corporation, if any, shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper, or upon a rubber stamp suitable for stamping or printing on paper. About the upper periphery of the seal shall appear the name of the Corporation and about the lower periphery thereof the word "Indiana." In the center of the seal shall appear the words "Seal" or "Corporate Seal."

Section 5.05. Voting of Shares Owned by Corporation. Subject always to the further orders and directions of the Board of Directors, any share or shares issued by any other corporation and owned or controlled by the Corporation may be voted at any Shareholders' meeting of such other corporation by the Chairman of the Board, or in the Chairman's absence, by the President of the Corporation, or in their absence by any Vice-President of the Corporation who may be present. Whenever, in the judgment of the Chairman of the Board or, in the Chairman's absence, the President, it is desirable for the Corporation to execute a proxy or give a Shareholder's consent in respect to any share or shares issued by any other corporation and owned by the Corporation, such proxy or consent shall be executed in the name of the Corporation by the Chairman of the Board, the President or a Vice-President of the Corporation and may be attested by the Secretary or an Assistant Secretary of the Corporation under the corporate seal.

Section 5.06. Corporate Records. In addition to other records required to be kept as permanent records by the Corporation under the Act (which, subject to the Act, may be kept in such place or places within or without the State of Indiana, as the Board may from time to time determine) the Corporation shall keep a copy of the following records at its principal office:

- (a) The Articles of Incorporation and all amendments to them as may be in effect from time to time.
- (b) The By-laws and all amendments to them as may be in effect from time to time.
- (c) A current list of the names and business or home addresses of the Corporation's Directors and officers.
- (d) The most recent annual report delivered to the Secretary of State under the Act.

Section 5.07. Exempt Activities. Notwithstanding any other provision of these By-Laws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended. The prohibitions contained in this Section 5.07 shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation of the Corporation and not in substitution therefor.

Section 5.08. Prohibitions Against Sharing In Corporate Earnings. No director, officer, employee or member of a committee or any other person connected with the Corporation or any other private individual shall receive any of the net earnings or pecuniary profit from the operation of the Corporation, provided, however, that this shall not prevent the payment to any person of such reasonable compensation for services rendered to or for the Corporation in effecting any of the purposes set forth herein; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Section 5.09. Dissolution. Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

ARTICLE VI

Indemnification of Directors, Officers and Employees.

Section 6.01. Definitions.

(a) In this Article VI:

- (1) "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence may cease upon consummation of the transaction.
- (2) "Director" means an individual who is or was a Director of the Corporation or an individual who, while a Director of the Corporation, is or was serving at the Corporation's request as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A Director is considered to be serving an employee benefit plan at the Corporation's request if the Director's duties to the Corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.

- (3) "Expenses" include attorney's fees.
- (4) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
- (5) "Official capacity" means: (i) when used with respect to a Director, the office of Director of this Corporation; and (ii) when used with respect to an individual other than a Director, as contemplated in **Section 6.07** of this Article VI, the office of this Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not
- (6) "Party" includes an individual who was, is, or is threatened to be, made a named defendant or respondent in a proceeding.
- (7) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

Section 6.02. Authority to Indemnify.

- (a) Promptly after a determination under **Section 6.06** that indemnification is permissible, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a Director against liability incurred in the proceeding if:
 - (1) the individual's conduct was in good faith; and
 - (2) the individual reasonably believed:
 - (i) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interest; and
 - (ii) in all other cases, that the individual's conduct was at least not opposed to its best interest; and
- (3) in the case of any criminal proceeding, the individual either:

- (i) had reasonable cause to believe the individual's conduct was lawful; or
- (ii) had no reasonable cause to believe the individual's conduct was unlawful.

(b) A Director's conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of **Section 6.02(a)(2)(ii)**.

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in this **Section 6.02**.

Section 6.03. Mandatory Indemnification. Promptly upon demand, the Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because the Director is or was a Director of the Corporation against reasonable expenses incurred by the Director in connection with the proceeding. The term "wholly successful" shall include, but is not limited to (1) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against such person, (2) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (3) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 6.04. Advance For Expenses.

(a) The Corporation may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (1) the Director furnishes the Corporation a written affirmation of the Director's good faith belief that the Director has met the standard of conduct described in **Section 6.02**;
- (2) the Director furnishes the Corporation a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the standard of conduct of **Section 6.02**; and
- (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this **Article VI**.

- (b) The undertaking required by **Section 6.04(a)(2)** must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.
- (c) Determinations and authorizations of payments under this section shall be made in the manner specified in **Section 6.06**.

Section 6.05. Court-Ordered Indemnification. A Director of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction, for a determination that the Director is entitled to mandatory indemnification.

Section 6.06. Determination and Authorization of Indemnification.

- (a) The Corporation may not indemnify a Director under **Section 6.02** unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because the Director has met the standard of conduct set forth in **Section 6.02**.
- (b) Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation, in a reasonably prompt manner, diligently shall proceed as provided in **Section 6.06(c)**, to determine whether such person is entitled thereto.
- (c) The determination shall be made by any one (1) of the following procedures:
 - (1) by the Board of Directors or Executive Committee by majority vote of a quorum consisting of Directors or Committee members not at the time parties to the proceeding;
 - (2) if a quorum cannot be obtained under subdivision (1), by majority vote of a committee duly designated by the Board of Directors or Executive Committee (in which designation Directors who are parties may participate), consisting solely of two (2) or more Directors not at the time parties to the proceeding;
 - (3) by special legal counsel:
 - (i) selected by the Board of Directors or its committee in the manner prescribed in subdivision (1) or (2); or
 - (ii) if a quorum of the Board of Directors or Executive Committee cannot be obtained under subdivision (1) and a committee cannot be designated under subdivision (2), selected by majority

vote of the full Board of Directors or Executive Committee (in which selection Directors who are parties may participate).

(d) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under **Section 6.06(c)(3)** to select counsel.

Section 6.07. Indemnification of Officers and Employees.

(a) An officer of the Corporation who is not a Director is entitled to mandatory indemnification under **Section 6.03**, and is entitled to apply for court-ordered indemnification under **Section 6.05**, in each case to the same extent as a Director;

(b) The Corporation may indemnify and advance expenses under this **Article VI** to an officer or employee of the Corporation whether or not a Director to the same extent as to a Director; and

(c) The Corporation may also indemnify and advance expenses to an officer or employee who is not a Director to the extent, consistent with public policy, that may be provided by general or specific action of its Board of Directors, Executive Committee or contract.

Section 6.08. Other Rights to Indemnification. Nothing contained in this Article VI shall limit or preclude the exercise of any right under the Act or otherwise relating to indemnification of or the advancement of expenses to any director, officer or employee of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer or employee.

Section 6.09. Insurance. The Corporation shall purchase and maintain insurance on behalf of an individual who is or was a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director or officer whether or not the Corporation would have power to indemnify the individual against the same liability under **Section 6.02 or 6.03**, provided that such insurance is available on acceptable terms, which determination shall be made by a vote of a majority of the entire Board of Directors or Executive Committee.

Section 6.10. Other Expenses. This **Article VI** does not limit the Corporation's power to pay or reimburse expenses incurred by a Director in connection with his appearance as a witness in a proceeding at a time when he has not been named defendant or respondent to the proceeding.

Section 6.11. Applicability. The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this **Article VI**: (i) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof; and (ii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

ARTICLE VII

Amendments

The power to make, alter, amend or repeal these By-Laws is vested in the Board of Directors, but the affirmative vote of a majority of the actual number of Directors elected and qualified at the time, shall be necessary to effect any alteration, amendment or repeal of these By-Laws; provided, however, that the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors shall be required to amend, alter, change or repeal the provisions of **Article VI** of these By-Laws. The Corporation must provide notice of any meeting of Directors at which an amendment is to be approved stating the purpose of the meeting is to consider a proposed amendment to the By-Laws and accompanied by a copy or summary of the amendment or stating the general nature of the amendment.

Record of Adoption

Adoption: January 20, 2016.

EXHIBIT A

ARTICLE I
NAME

The name of the Corporation is The German American Foundation, Inc.

ARTICLE II
TYPE OF CORPORATION

This Corporation is a public benefit corporation.

ARTICLE III
PURPOSE

Section 1. General Purposes. The Corporation shall operate exclusively in furtherance of scientific, educational, religious, and/or charitable purposes, or for any other purpose authorized under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended or superseded (hereinafter referred to as the "Code"), and no part of its net earnings shall inure to the benefit of any private individual.

Section 2. Collection and Disbursement of Contributions. The Corporation shall collect contributions from the general public, including, without limiting the generality thereof, individuals, firms, partnerships, associations and corporations in the name of the Corporation or in the name of any fund or entity heretofore and hereinafter designated by it pursuant to resolution adopted by its Board of Directors. In addition, the Corporation shall obtain funding from government grants and from other charitable organizations. The Corporation shall disburse such funds for the purposes set forth in Section 1 of this Article.

Section 3. Ancillary Purposes. The Corporation shall do everything which is helpful, necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and do all other things incidental thereto or connected therewith which are not forbidden by the Act, or by these Articles of Incorporation, as amended from time to time, as well as any and all things which will not impair the Corporation's status as an exempt organization under the provisions of Code Section 501(c)(3).

Any reference in these Articles of Incorporation to any provision of the Code shall be deemed to mean such provisions as are now or hereafter existing, amended, supplemented, or superseded, as the case may be.

ARTICLE IV
POWERS

Section 1. Powers of the Corporation. Subject to any specific written limitations or restrictions imposed by the Act or other law, or by these Articles of Incorporation as amended from time to time or by the provisions of Code Section 501(c)(3), and solely in furtherance of, but not in addition to, the purposes set forth in Article III above, the Corporation shall have and

exercise all the powers specified in the Act; provided, however, that such powers as hereinafter enumerated which are not in themselves in furtherance of its exempt purposes shall not be exercised by this Corporation except as an unsubstantial part of its activities:

a. Capacity to Act. The Corporation shall have the capacity to act possessed by natural persons, but shall have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes set forth in Article III above, and such as are not repugnant to law.

b. Appointment of Officers and Agents. The Corporation shall elect or appoint officers and agents, define their duties and fix their compensation.

c. Acting as Agent. The Corporation shall act in the capacity of agent or representative for any individual, association, corporation, trust or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Article III above.

d. Solicitation of Funds. The Corporation shall solicit, whether by way of outright, limited or conditional gifts or grants in trust, *inter vivos*, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds, including property, both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry on the purposes of the Corporation.

e. Borrowing Money. The Corporation may borrow money and evidence the same by notes, bonds and other usual forms of security, and secure the payment of any of its obligations by mortgages or deeds of trust of its property, real and personal, and acquire by purchase, lease or other form of contract, and thereafter hold and enjoy any real and personal property that may be necessary, useful or convenient in furthering its purpose as declared in Article III of these Articles of Incorporation, and lease, sell and convey any real or personal property it may own, however it may have been acquired, but not inconsistent with the provisions of Section 2 of Article III hereof authorizing the acceptance and acquisition of real and personal property by gift, devise or bequest, and subject to such conditions or terms as the grantor or testator may direct or prescribe in the making of such gifts, devises or bequests.

f. Compensation Approval. The Corporation shall exercise the power to approve all arrangements in advance of paying any compensation. At that time, the Corporation will determine all reasonable compensation for officers, directors, employees, and independent contractors on an hourly basis.

g. General Powers. The Corporation shall exercise and enjoy all of the general powers not expressly enumerated herein as are set forth in the Act.

h. No Lobbying. No substantial part of the activities of the Corporation shall be devoted to influence legislation.

i. No Political Campaigning. The Corporation shall not participate in or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 2. Limitation of Activities. If the Corporation is or becomes a private foundation (as defined in Code Section 509(a)), the Corporation shall be subject to the following requirements:

a. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the taxes on undistributed income imposed by Code Section 4942;

b. The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing by Code Section 4941;

c. The Corporation shall not retain any excess business holdings which would subject it to the taxes on excess business holdings imposed by Code Section 4943;

d. The Corporation shall not make any investments in such a manner as to subject it to the taxes on investments that jeopardize charitable purposes imposed by Code Section 4944; and

e. The Corporation shall not make any expenditures which would subject it to the taxes on taxable expenditures imposed by Code Section 4945.

ARTICLE V TERM OF EXISTENCE

The period during which the Corporation may continue is perpetual.

ARTICLE VI MEMBERSHIP

The Corporation shall not have members.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors of the Corporation shall be composed of not less than three (3) members and not more than seven (7) members, as specified in the By-Laws of the Corporation. If not so specified in the By-Laws of the Corporation, the default number of members of the Board of Directors shall be three (3).

Section 2. Code of By-Laws. The power to make, alter, supplement, amend or repeal the By-Laws of the Corporation is vested in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Articles of Incorporation, the Act, and the laws of the State of Indiana, including provisions respecting the calling, holding and manner of conducting annual, regular and special meetings of the Board of Directors, the qualifications, obligations and rights of other members of the Corporation, if any; the powers, duties, tenure and qualifications of directors and officers of the Corporation; and the time, place and manner of electing them; requirement for bonding officers or employees; and other by-laws relating to the regulation and management of the affairs of the Corporation.

ARTICLE VIII

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

Section 1. Meetings of Board of Directors. Meetings of the Board of Directors shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice thereof; and if not so specified, then at the principal office of the Corporation.

Section 2. Amendment of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend all or any part of the provisions contained in these Articles. The Amendment shall be proposed by, and submitted to a vote of, the Board of Directors.

Section 3. Creation of Executive Committee. The Board of Directors may create an Executive Committee from among the members of its Board and its officers, and the Board may delegate to the committee such authority and responsibilities as it may decide upon from time to time by appropriate provisions in its By-Laws or by a resolution adopted by a majority vote of those present at any regular or special meeting of the directors.

Section 4. Identity of Contributors. Except as otherwise required by law, the Board of Directors may refuse to disclose information as to the identity of contributors to the Corporation if the Board of Directors believes that non-disclosure of such information is in the best interests of the Corporation.

ARTICLE IX

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner and to such organization or organizations which are: (1) organized at such time for purposes substantially the

same as those of the Corporation, and which qualify at such time as exempt organizations under Code Section 501(c)(3) as the Board of Directors of the Corporation may determine; or (2) organized and operated exclusively for charitable, educational, religious, or scientific purposes that qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors determine.

ARTICLE X INDEMNIFICATION

Section 1. Definitions.

- a. "Director" means an individual who is or was a director of the Corporation or any subsidiary of the Corporation, or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
- b. "Expenses" include counsel fees.
- c. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), and/or reasonable expenses incurred with respect to a proceeding.
- d. "Official Capacity" means:
 - i. when used with respect to a director, the office of director in the Corporation or its subsidiaries, as the case may be; and
 - ii. when used with respect to an individual other than a director, as contemplated in Section 7 of this Article, the office in the Corporation or its subsidiaries, as the case may be, held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.
 - iii. "Official Capacity" does not include service for any other foreign or domestic corporation, except the Corporation's subsidiaries, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.
- e. "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

f. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 2. Optional Indemnification. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

- a. The individual's conduct was in good faith; and
- b. The individual reasonably believed:
 - i. in the case of conduct in the individual's official capacity with the Corporation or its subsidiaries, as the case may be, that the individual's conduct was in its best interests; and
 - ii. in all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation, as the case may be; and
- c. In the case of any criminal proceeding, the individual either:
 - i. had reasonable cause to believe the individual's conduct was lawful; or
 - ii. had no reasonable cause to believe the individual's conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

Section 3. Mandatory Indemnification. The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the Corporation or of a subsidiary of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

Section 4. Expense Reimbursement. The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- a. The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 2 of this Article;

b. The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; and

c. A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

The undertaking required by subsection (b) of this Section must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 6 of this Article.

Section 5. Court Ordered Indemnification. A director of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification if it determines:

a. The director is entitled to mandatory indemnification under Section 3 of this Article, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court ordered indemnification; or

b. The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 2 of this Article.

Section 6. Procedure. The Corporation may not indemnify a director under Section 2 of this Article unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 2 of this Article.

The determination shall be made by any one (1) of the following procedures:

a. By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding.

b. If a quorum cannot be obtained under subsection (a) of this Section, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceeding.

c. By special legal counsel:

- i. selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) of this Section; or
- ii. if a quorum of the Board of Directors cannot be obtained under subsection (a) of this Section and a committee cannot be designated under subsection (b) of this Section, selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Section to select counsel.

Section 7. Miscellaneous Indemnification Provisions. An officer of the Corporation or of a subsidiary of the Corporation, whether or not a director, is entitled to mandatory indemnification under Section 3 of this Article and is entitled to apply for court ordered indemnification under Section 5 of this Article, in each case to the same extent as a director.

The Corporation may indemnify and advance expenses hereunder to an officer, employee, or agent of the Corporation or of a subsidiary of the Corporation, whether or not a director, to the same extent as to a director.

The Corporation may also indemnify and advance expenses to an officer, employee, or agent, whether or not a director, to the extent, consistent with public policy, that may be provided by these Articles of Incorporation, the By-Laws, general or specific action of the Board of Directors, or by contract.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or of a subsidiary of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under Sections 2 or 3 of this Article; provided, however, that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty hereunder to indemnify any such person to the extent such liabilities are covered by insurance.

The rights of indemnification provided hereunder shall continue to exist as to a person who has ceased to be a director, officer, or employee or agent of the Corporation, or of any of its subsidiaries, and shall inure to the benefit of the heirs, executors and administrators of any such person. The indemnification provided by this Article shall be applicable to all proceedings made

or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

The provisions of this Article do not limit the Corporation's power to pay or reimburse expenses incurred by a director, officer, employee or agent in connection with the person's appearance as a witness in a proceeding at a time when the person has not been made a named defendant or respondent to the proceeding.

The indemnification provisions herein are intended to encompass the provisions of Sections 23-17-16-1 through 23-17-16-15 of the Act, as from time to time amended, as modified by these Articles of Incorporation as permitted by Section 23-17-16-15 of the Act, as from time to time amended.