

STATE OF INDIANA  
BEFORE THE BOARD OF CLARK COUNTY COMMISSIONERS

RESOLUTION NO. 7-2021

**A RESOLUTION OF THE CLARK COUNTY, INDIANA BOARD OF COMMISSIONERS APPROVING THE INCORPORATION OF THE CLARK COUNTY BUILDING CORPORATION, INC. AND RELATED MATTERS THERETO**

WHEREAS, the Board of Commissioners (the “Board”) of Clark County, Indiana (the “County”) has determined that there is a public need for the acquisition and development, by purchase or lease, of facilities to be used for government offices and facilities, including but not limited to the acquisition of certain property rights in an office building in the River Ridge Commerce Center (the “Project”) from the River Ridge Development Authority (“RRDA”);

WHEREAS, the Board has engaged advisors and legal counsel for the purpose of locating a potential site for the Project and evaluating alternative methods for the acquisition, design, acquisition, construction, development, and financing of the Project;

WHEREAS, the Board has considered establishing a not-for-profit building corporation to be known as the Clark County Building Corporation, Inc. (the “Building Corporation”) for the purposes of (i) issuing tax-exempt bonds to finance the planning, renovating, repairing, erecting, building, constructing or equipping and development of certain governmental facilities (such as the Project) and (ii) leasing such governmental facilities (such as the Project) to the County for a term of years with an option for the County to purchase such governmental facilities (such as the Project) during the term of the lease;

WHEREAS, the Board has conducted preliminary discussions with RRDA for the proposed design, acquisition, construction, and development of the Project;

WHEREAS, in order to conduct further due diligence on the proposed site for the Project, the Board desires to authorize the incorporation of the Building Corporation for the purpose of executing a purchase agreement (the “Purchase Agreement”) with RRDA for the Project, which Purchase Agreement shall be expressly contingent on additional approvals yet to be made by the Board; and

WHEREAS, the Board has caused to be prepared proposed Articles of Incorporation and Bylaws of the Building Corporation substantially in the form of **Exhibit A** and **Exhibit B** attached hereto;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF CLARK COUNTY, INDIANA, THAT:

Section 1. It is hereby determined to be proper and in the public interest to authorize the incorporation of the Building Corporation for the purpose of financing, planning, renovating, repairing, erecting, building, constructing or equipping and development certain governmental

facilities and leasing the same to the County, including the Project. The Board hereby approves the appointment of the following Directors of the Building Corporation:

Director

Brian Lentfert

Director

David Reinhardt

Director

Ed Zastawny

Frost Brown Todd LLC is hereby authorized to take such action, including the payment of any fees related therewith, as necessary, including designating Beau F. Zoeller to act as the incorporator of the Building Corporation, and to cause the incorporation of the Building Corporation by filing the Articles of Incorporation of the Building Corporation substantially in the form of **Exhibit A** hereto with the Indiana Secretary of State. To the extent the aforementioned actions have been taken, they are hereby ratified in all respects. The Building Corporation is hereby authorized to adopt the Bylaws of the Building Corporation substantially in the form of **Exhibit B** hereto as the official Bylaws of the Building Corporation.

Section 2. The Board hereby authorizes the President of the Board, on behalf of the Building Corporation, to negotiate and execute the Purchase Agreement; provided that any obligations of the Building Corporation acquire the real estate described in the Purchase Agreement shall be expressly contingent on (i) the making of a preliminary determination by the Board of Commissioners to enter into a lease for the Project pursuant to IC 6-1.1-20-3.1, if applicable, (ii) the Board's approval of the execution a lease for the Project pursuant to IC 36-1-10 *et seq.*, and (iii) the Building Corporation's issuance of bonds to finance the costs associated with the acquisition, design, construction and development of the Project. This Resolution shall not in any way obligate the Board to make such preliminary determination or approve such lease, nor shall it be deemed to obligate the Building Corporation to issue such bonds.

Section 3. Nothing herein shall be interpreted as authorizing the expenditure of any monies of the County, except for any fees related to the incorporation of the Building Corporation with the Indiana Secretary of State.

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SIGNATURE PAGE TO RESOLUTION NO. 7-2021

So RESOLVED this 14 day of October, 2021.

BOARD OF COMMISSIONERS OF CLARK  
COUNTY, INDIANA

\_\_\_\_\_  
Jack Coffman, Commissioner

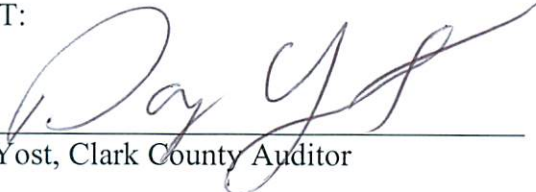


\_\_\_\_\_  
Connie Sellers, Commissioner



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Bryan Glover, Commissioner

ATTEST:

  
\_\_\_\_\_  
Danny Yost, Clark County Auditor

**EXHIBIT A**

Articles of Incorporation of the Building Corporation

**ARTICLES OF INCORPORATION  
OF  
CLARK COUNTY BUILDING CORPORATION, INC.**

The undersigned, desiring to form a corporation (the “**Corporation**”) pursuant to the provisions of the Indiana Not-for-Profit Corporation Act of 1991, as amended (the “**Act**”), executes the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is Clark County Building Corporation, Inc.

**ARTICLE II**

**MEMBERS**

The Corporation will not have members.

**ARTICLE II**

**PURPOSES AND POWERS**

**Section 1. Public Benefit Corporation.** The Corporation is a public benefit corporation.

**Section 2. General Purpose.** The Corporation is organized solely, on behalf of Clark County, Indiana (the “County”), for the purpose of (i) acquiring a site or sites appropriate for a governmental building or buildings; and (ii) financing, planning, renovating, repairing, erecting, building, constructing or equipping and development within such building or buildings suitable government offices or operation, including the necessary equipment and appurtenances, and leasing the same to Clark County, Indiana, or its successor county, and collecting the rentals therefore, and applying the proceeds thereof entirely without profit to the Corporation, its officers and directors.

**Section 3. Nonprofit Purposes.**

a. The Corporation is organized exclusively for the promotion of social welfare and not-for-profit purposes and to assist the County in its essential governmental purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

b. The Corporation shall not engage in carrying on propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the

publication or distribution of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities or exercise any power or authority in any manner other than those which constitute essential governmental functions under Section 115 of the Internal Revenue Code of 1986, as amended.

**Section 4. Powers.** Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

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

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

### ARTICLE III

#### **REGISTERED AGENT AND OFFICE**

**Section 1. Registered Office.** The street address of the Corporation's initial registered office in Indiana for service of process is County Auditor's Office, City County Building, Room 118, 501 East Court Avenue, Jeffersonville, IN 47130.

**Section 2. Registered Agent.** The name of the Corporation's initial registered agent at that office for service of process is FBT Indiana, Inc., 201 N. Illinois Street, Indianapolis, Indiana 46204.

By checking the box, the Signator represents that the registered agent named in the application has consented to the appointment of the registered agent.

### ARTICLE IV

#### **DIRECTORS**

**Section 1. Number.** The initial Board of Directors shall consist of three (3) directors. The initial Board of Directors shall be and have been appointed by the County Board of Commissioners. The exact numbers of directors shall be specified from time to time in the Bylaws of the Corporation. The minimum directors so specified shall be three (3) and the maximum number shall be seven (7). Whenever the Bylaws do not specify the number of directors, the number shall be three (3). The appointment of any additional directors or vacancies

as a result of removal or resignation of any Director shall be made by the County Board of Commissioners.

**Section 2. Initial Board of Directors.** The names and addresses of the initial Board of Directors of the Corporation are:

Name	Address
Brian Lentert	
David Reinhardt	
Ed Zastawny	

**Section 3. Qualifications.** Each director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or as required by law.

**Section 4. Removal of Directors.** Any director may be removed at any time with or without cause by the Board of Commissioners by giving written notice of the removal of the director to the director and the President of the Board of Directors.

**Section 5. Vacancies on the Board of Directors.** Any vacancy or vacancies occurring on the Board of Directors shall be filled by the County Board of Commissioners in their sole authority. A director appointed to fill a vacancy on the Board of Directors shall continue to serve for the remainder of the term of the director whose removal or resignation caused such vacancy. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

**Section 6. Powers of Directors.** Subject to any limitations or restrictions imposed by the Act, any other law, or these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purpose for which the Corporation was organized, the powers of the Corporation including, without being limited to, the power:

- a. To acquire or lease real estate suitable for a governmental building or buildings, including an office building or portion thereof to be leased to the County or its successor;
- b. To incur the preliminary expenses of and to contract for the acquisition, construction, renovation, expansion, and equipping of a governmental building or buildings;
- c. To execute a lease contract or contracts granting the use of such governmental building or buildings to the County, or its successor, for a term of years, with options to renew such lease and to purchase such property;
- d. To issue mortgage bonds or other securities or documents evidencing the indebtedness of the Corporation for the purpose of providing funds for the acquisition of such building site or sites and the acquisition, renovation, construction, and equipping of such governmental building or buildings; and

e. To take any and all other action and proceedings necessary to carry out the purposes of the Corporation.

All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the foregoing provisions.

**Section 7. Notice of Amendments.** Any proposed amendments to the Bylaws or Articles of Incorporation which are to be considered at a duly called meeting of the Board of Directors shall be presented to the individual number of the Board of Directors and the Clark County Board of Commissioners at least five (5) days prior to the meeting called to consider such amendment. Any or all Directors may sign a consent and waiver to such delivery of the amendment if desired.

**Section 8. Designation of Authority.** The Board of Directors may, from time to time, adopt a resolution that designates an individual to exercise some or all of the powers that would otherwise be exercised by the Board of Directors.

## ARTICLE V

### **INCORPORATOR**

The name and address of the incorporator is Beau F. Zoeller, Frost Brown Todd LLC, 201 N. Illinois Street, Suite 1900, Indianapolis, IN 46204.

## ARTICLE VI

### **CONDUCT OF AFFAIRS OF THE CORPORATION**

**Section 1. Place of Meetings.** Annual, regular, and special meetings of the Board of Directors of the Corporation shall be held at such places, either within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice and of such meetings given in accordance with the Bylaws of the Corporation and the Act.

**Section 2. Bylaws.** The Board of Directors of the Corporation shall have the power to adopt the Bylaws of the Corporation, which may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation. The Board shall have the power to amend or repeal the Bylaws, subject to Article V, Section 7 hereof.

**Section 3. Corporate Seal.** The Corporation shall not have a corporate seal.



**IN WITNESS WHEREOF**, the undersigned, being the incorporator designated in Article V, executes these Articles of Incorporation and certifies to the truth of the facts herein stated this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Beau F. Zoeller, Incorporator

**EXHIBIT B**

**Bylaws of the Building Corporation**

4843-2084-4266v9

**CODE OF BYLAWS  
OF  
CLARK COUNTY BUILDING CORPORATION, INC.**

**ARTICLE I**

**NAME**

The name of the Corporation is Clark County Building Corporation, Inc. (the "Corporation").

**ARTICLE II**

**FISCAL YEAR**

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

**ARTICLE III**

**DIRECTORS**

**Section 1. Appointment, Number and Term of Office.** The Directors shall be elected for terms of three (3) years, except for the filling of vacancies on the Board as provided in the Articles of Incorporation of the Corporation.

The number of Directors of the Corporation shall be three (3) unless changed by amendment of this Section.

All Directors, except in the case of earlier resignation, removal or death, shall hold office until their respective successors are chosen and qualified in the same manner as the initial Board of Directors.

**Section 2. Annual Meeting of Directors.** The Board of Directors shall meet at least one time each year in March or April at such time as the Board of Directors shall determine, and at such place either within or without the State of Indiana (the "State") as shall be set forth in the notice of the meeting, for the purpose of election of officers and consideration of any other business that may properly come before the meeting. Notice shall be provided to the Clark County Board Commissioners and the Board of Directors. Notice of the annual meeting shall be posted in accordance with and as required by the State Open Door Law.

**Section 3. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places, either within or without the State of Indiana, as may be fixed by the Directors. Notice of meetings shall be posted in accordance with and as required by the State Open Door Law.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called

by the Chairman of the Board or by not less than two-thirds of the members of the Board of Directors. Notice of the time and place, either within or without the State, of a special meeting shall be served in compliance with and required by State law to each Director at his or her usual place of business or residence at least forty-eight (48) hours prior to the time of the meeting. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a director in person at any such special meeting shall constitute a waiver of notice. Notice of special meetings shall be posted in accordance with the State Open Door Law.

**Section 5. Quorum.** A majority of the actual number of Directors established for office immediately before a meeting begins, shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the Directors present at the meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by the Indiana Nonprofit Corporation Act of 1991 (“Act”), by the Articles of Incorporation, or by these Bylaws.

**Section 6. Participation in Meetings.** A Director, who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken, unless: (a) his dissent shall be affirmatively stated by him at and before the adjournment of such meeting (in which event the fact of such dissent shall be entered by the Secretary of the meeting in the minutes of the meeting); or (b) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of dissent provided for by either clause (a) or clause (b) of the immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a Director who voted at the meeting in favor of such matter and did not change his vote prior to the time that the result of the vote on such matter was announced by the chairman of such meeting. To the extent permitted by law, a Director may be considered present at a meeting for voting purposes if that Director is connected via telephone or video connection which allows simultaneous interaction with all members of the Board of Directors present at the meeting location.

## ARTICLE IV

### OFFICERS

**Section 1. Principal Officers.** The officers of the Corporation shall be a President, a Secretary/Treasurer (as one officer), Vice President and such assistant officers as may be determined from time to time by the Board of Directors. The same individual may not simultaneously hold more than one (1) office of the Corporation.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be chosen annually by the Board of Directors at the annual meeting thereof. Each such officer shall hold office until his or her successor shall have been duly chosen and qualified, or until his or her death, or until such officer shall resign, or shall have been removed in the manner hereinafter provided.

**Section 3. Removal.** Any officer may be removed from office, either with or without

cause, at any time, by resolution adopted at any meeting of the Board of Directors by a majority of the actual number of directors elected and qualified from time to time.

**Section 4. Subordinate Officers.** The Corporation may have one or more 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 the Board of Directors may prescribe. An Assistant Secretary may, in the event of the absence of the Secretary, attest the execution of all documents by the Corporation.

**Section 5. Vacancies.** Any vacancy in any office for any cause may be filled by the Clark County Board Commissioners in their sole authority for the unexpired portion of the term in the manner prescribed in the Articles or these Bylaws for election or appointment to such office for such term.

**Section 6. President.** The President shall be chosen from among the Directors and shall have all such powers and duties as, from time to time, may be assigned to him by the Board of Directors.

**Section 7. Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, including without limitation the execution of all documents of the Corporation. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time assign.

**Section 8. Secretary/Treasurer.** The Secretary/Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors. He or she shall upon request exhibit at all reasonable times the books of account and records to any of the Directors of the Corporation during business hours at the office of the Corporation where such books and records shall be kept; shall render upon request by the Board of Directors a statement of the condition of the finances of the Corporation at any meeting of the Board of Directors; shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President of the Board of Directors.

The Secretary/Treasurer shall keep or cause to be kept in the books provided for that purpose the minutes of the meetings of the Board of Directors; shall duly give and serve all notices required to be given in accordance with the provisions of these Bylaws and by the Act; shall be custodian of the records of the Corporation; and, in general, shall perform all duties incident to the office of Secretary/Treasurer and such other duties as may, from time to time, be assigned to him or her by the President or the Board of Directors.

**ARTICLE V**

**AMENDMENTS**

**Section 1. Amendments.** Except as limited herein or in the Articles of Incorporation, the power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors, but the affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect any alteration, amendment or repeal of these Bylaws.

**Section 2. Notice of Amendments.** Any proposed amendments to the Bylaws or Articles of Incorporation which are to be considered at a duly called meeting of the Board of Directors shall be presented to the individual number of the Board of Directors and the Clark County Board of Commissioners at least five (5) days prior to the meeting called to consider such amendment. Any or all Directors may sign a consent and waiver to such delivery of the amendment if desired.

**ARTICLE VI.**

**MISCELLANEOUS**

**Section 1. Execution of Contracts and Other Documents.** Unless otherwise authorized or directed 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 a Vice President, and, if required, attested by the Secretary/Treasurer or an Assistant Secretary.

These Bylaws are adopted and become effective this \_\_\_\_ day of \_\_\_\_\_, 2021.