

State of Indiana  
Office of the Secretary of State

CERTIFICATE OF RESTATEMENT

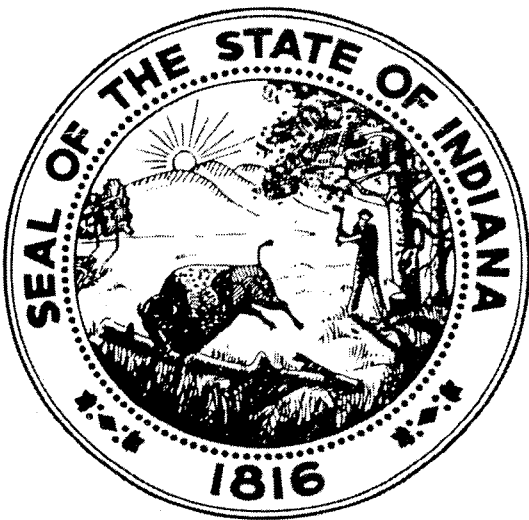
of

INDIANA AUCTIONEERS ASSOCIATION INC

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Restatement of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, February 04, 2003.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 4, 2003.



A handwritten signature in black ink that reads "Todd Rokita".

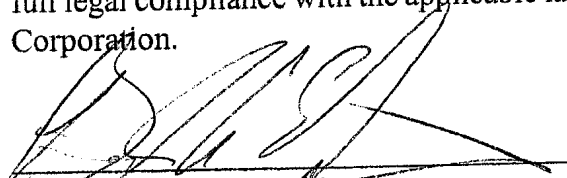
TODD ROKITA,  
SECRETARY OF STATE

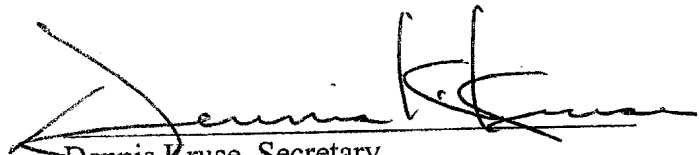
STATE OF INDIANA )  
 ) SS:  
COUNTY OF TIPPECANOE )

**CERTIFICATE REGARDING RESTATEMENT OF  
ARTICLES OF INCORPORATION**

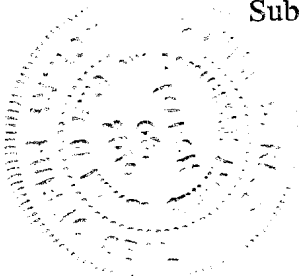
Brent Earlywine and Dennis Kruse, being first duly sworn on their oaths, do severally depose and say that they are the President and Secretary, respectively, of the Indiana Auctioneers Association, Inc., and that they have been duly authorized to execute and file the Restatement of Articles of Incorporation of Indiana Auctioneers Association, Inc. to which this Certificate is annexed by a resolution duly adopted at a meeting of the members of Indiana Auctioneers Association, Inc., called on November 2, 2002, and held as provided by Indiana statute.

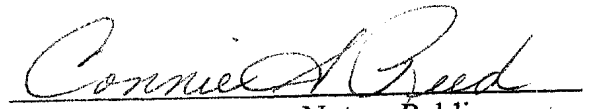
Said President and Secretary further depose and say that the Restatement of Articles of Incorporation of Indiana Auctioneers Association, Inc. to which this Certificate is annexed contains amendments to the Articles of Incorporation which required approval of the members; the Board of Directors duly adopted a resolution proposing to restate the Articles of Incorporation with said amendments at a meeting held on January 15, 2002, at which a quorum of such Board was present; that 87 members were entitles to vote, 87 members voted in favor, and 0 members voted against restating the Articles of Incorporation with such amendments; and the manner of the adoption of the Restatement of Articles of Incorporation of Indiana Auctioneers Association, Inc. to which this Certificate is annexed, with such amendments, and the vote by which it was adopted constitute full legal compliance with the applicable law, the Articles of Incorporation, and the By-Laws of the Corporation.

  
Brent Earlywine, President

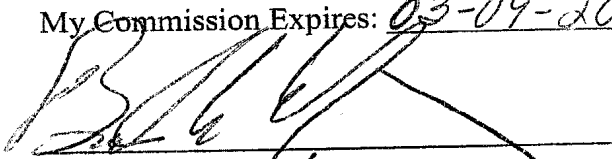
  
Dennis Kruse, Secretary

Subscribed and sworn to before me this 1st day of November, 2002.



  
Notary Public  
A resident of DeKalb County

My Commission Expires: 03-09-2010

  
(Signature)

Brent A. Earlywine President 01/20/03  
(Printed Name and Date)

**RESTATEMENT OF  
ARTICLES OF INCORPORATION OF  
INDIANA AUCTIONEERS ASSOCIATION, INC.**

**ARTICLE I - Name**

The name of the Corporation is: *Indiana Auctioneers Association, Inc.*

**ARTICLE II - Purpose**

The purposes for which the Corporation is formed are to promote and advance the auction profession; to unite in common organizations those professionally engaged as auctioneers; to promote the mutual interests of its members; to formulate and maintain ethical standards for the guidance of its members in their relations with each other and the public; to promote and encourage the enactment of just and reasonable laws, ordinances and regulations affecting auction selling and the auctioneering profession; to make the public more aware of the advantages of auction selling; to generally improve the business conditions affecting the auctioneering profession; and to perform any and all other acts which may be permitted under the law, as amended, which the Corporation was organized, as may be determined by the corporation.

Notwithstanding any other provision herein, the Corporation shall exercise only such powers, and shall undertake only such activities as may be permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). No member of the Corporation shall possess any right or title to or interest in the Corporate property or earnings of the Corporation in his or her individual or private capacity and no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or private persons (except that the corporation shall be empowered to pay reasonable compensation for services rendered on behalf of the Corporation).

**ARTICLE II - Powers**

The Corporation is empowered to: (i) buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes of the Corporation herein set forth; (ii) to borrow monies and issue debt, to secure the same by mortgage, pledge or other lien on the Corporations property; and (iii) have, hold, exercise, and enjoy any and all other rights, powers, privileges, and immunities granted by any law, as amended, which the Corporation was organized.

**ARTICLE IV - Type and Duration of Corporation**

The Corporation shall have perpetual existence and shall continue until it is dissolved by operation of law or by vote of the requisite number of members of the Corporation as provided by applicable law.

*file copy*

**ARTICLE V - Registered Agent, Registered Office, Principal Office**

The name and street address of the Corporation's Registered Agent and Registered Office for service of process are: *Georgia K. Jones, 1125 E. 800 N., West Lafayette, Indiana 47906*. The post office address of the principal office of the Corporation is: *Post Office Box 2881, West Lafayette, Indiana 47906*.

**ARTICLE VI - Membership, Directors, and Officers**

The Corporation will have members. Classes of membership, relative rights, preferences, limitations and restrictions of each class together with the voting rights of any such class shall be as set forth in the By-Laws of the Corporation. The number, election, and terms of the Directors and the Officers of the Corporation shall be as provided in the By-Laws of the Corporation

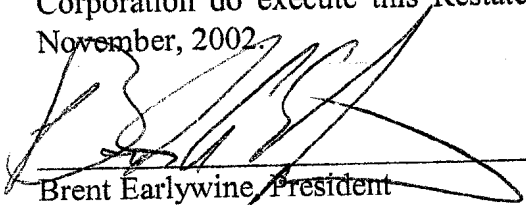
**ARTICLE VII - By-Laws**

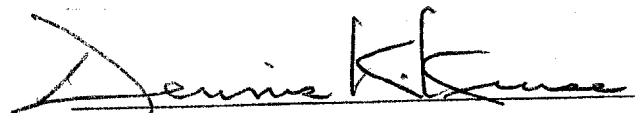
By-Laws of the Corporation may be adopted, amended, or repealed by the Board of Directors of the Corporation at any regular or special meeting in the manner set forth by any applicable law or the By-Laws.

**ARTICLE VIII - Distribution of Assets on Dissolution of Final Liquidation**

Upon dissolution of the corporation, its remaining assets, if any, shall be distributed for one (1) or more exempt purpose within the meaning of Section 501(c) of the Internal Revenue Code or corresponding section of any future Federal Tax Code, to one (1) or more organizations organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, as now in force or afterwards amended.

IN WITNESS WHEREOF, the undersigned President and Secretary of the aforesaid Corporation do execute this Restatement of Articles of Incorporation this 1st day of November, 2002.


  
Brent Earlywine, President

  
Dennis Kruse, Secretary

STATE OF INDIANA            )  
  ) SS:  
COUNTY OF DeKalb        )



On this 1st day of November, 2002, personally appeared before me Brent Earlywine and Dennis Kruse, who being by me first duly sworn did upon their oaths state that they are the President and Secretary, respectively, of the Indiana Auctioneers Association, Inc., and each of them duly acknowledged to me that he executed the foregoing Restatement of Articles of Incorporation.

  
Notary Public  
A resident of DeKalb County, Indiana

My Commission Expires: 03-09-2010