

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report: July 17, 2009

CUMMINS INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other Jurisdiction of
Incorporation)

1-4949
(Commission File Number)

35-0257090
(I.R.S. Employer Identification
No.)

500 Jackson Street
P. O. Box 3005
Columbus, IN 47202-3005
(Principal Executive Office) (Zip Code)
Registrant's telephone number, including area code: **(812) 377-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws

On July 14, 2009, the Board of Directors (the "Board") of Cummins Inc. (the "Company") approved amended and restated By-Laws (the "Amended By-Laws") of the Company, to be effective on July 14, 2009, in response to changes in Indiana business law and other developments in corporate governance law and practice. The changes included in the Amended By-Laws do the following:

- Preserve the Company's current unclassified board structure by opting out of the staggered director terms otherwise mandated by Indiana Code Section 23-1-33-6(c), which became effective July 1, 2009 (changes in Section 2.1 of the Amended By-Laws);
 - Clarify that notices of shareholder meetings and written consent actions of the Board may be accomplished by electronic means (as permitted by recent amendments to state law) and that proxies may be submitted electronically (changes in Sections 1.4, 1.9 and 2.6 of the Amended By-Laws);
 - Eliminate the default date for annual meetings from the By-Laws, requiring the Board to determine the date (changes in Section 1.1 of the Amended By-Laws);
 - Require shareholders providing advance notice of proposals or nominations to disclose additional information to the Company in connection with such notice, including information concerning the shareholder's interests in the proposal or in derivative or similar positions the value of which is tied to the Company's securities (changes in Sections 1.3 and 2.11 of the Amended By-Laws);
 - Require shareholder nominees to provide additional information concerning their background and qualifications and to undertake to remain free of certain commitments and conflicts (changes in Section 2.12 of the Amended By-Laws);
 - Lengthen the advance notice required for shareholder nominations from 90 days to 160 days to allow adequate time to comply with procedures for such nominations expected to be part of rules adopted by the Securities and Exchange Commission (changes in Section 2.11 of the Amended By-Laws);
 - Modernize and otherwise enhance the procedures for conducting shareholder meetings by, among other things, specifying the duties of the inspector of elections and the types of rules and procedures that may be established for such meetings (changes in Sections 1.10, 1.12 and 1.13 of the Amended By-Laws);
 - Remove the requirement that the Company's Chief Executive Officer also be a director (change in Section 4.2 of the Amended By-Laws);
-
- Give the Board greater flexibility in establishing the Company's director compensation programs (change in Section 2.10 of the Amended By-Laws);
 - Conform the majority voting provisions of the By-Laws to recent changes in state law by providing that directors who are elected by less than a majority of votes cast in an uncontested election receive a shortened term of 90 days or less (changes in Section 1.7 of the Amended By-Laws); and

- Effect certain other technical amendments (changes in Sections 1.8, 1.11, 2.1, 2.3, 2.12, 3.12, 5.2, 6.1, 7.8 and 7.9 of the Amended By-Laws).

The foregoing description of the changes reflected in the Amended By-Laws does not purport to be complete and is qualified in its entirety by reference to the copy of the Amended By-Laws filed as Exhibit 3.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 8.01 Other Events

On July 14, 2009, the Board revised the Company's Corporate Governance Principles to reflect the Company's current practices and policies with respect to various corporate governance matters. The revisions included the following:

- Updates to the independence requirements for the Board mandating that a substantial majority of directors be independent and conforming the independence standards to a recent change in the New York Stock Exchange independence requirements;
- Additional limitations on service by the Company's directors on boards of other public companies, and a requirement that directors who change their principal employment or business profession or association inform the Board's Governance and Nominating Committee of the change;
- Affirmative statements of the Company's policies of requiring annual elections for the entire Board and majority voting for directors and the Board's expectations concerning director education and training;
- Specification of the duties of the lead director;
- Incorporation of our existing clawback policy, which provides that, if any of the Company's financial statements are required to be materially restated resulting from the fraudulent actions of any officer, the Board may direct that the Company recover all or a portion of any award or any past or future compensation (other than base salary) from any such officer with respect to any year for which the Company's financial results are adversely affected by such restatement;

-
- An affirmative statement of the Board's general prohibitions on repricing and backdating stock options;
 - A requirement that the Board establish stock ownership guidelines; and
 - Various technical amendments.

The foregoing description of the revisions to the Corporate Governance Principles does not purport to be complete and is qualified in its entirety by reference to the copy of the revised Corporate Governance Principles filed as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference. The revised Corporate Governance Principles also are available on the Company's website at www.cummins.com. No portion of this website is incorporated by reference into this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is furnished herewith:

Exhibit 3.1-Red-lined version of the Bylaws
Exhibit 99.1-Revised Corporate Governance Principles

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 17, 2009

CUMMINS INC.

Marsha L. Hunt
Vice President - Corporate Controller
(Principal Accounting Officer)

**BY-LAWS
OF
CUMMINS INC.**

(As amended and restated effective as of ~~February 12, 2008~~ July 14, 2009)

**ARTICLE I
MEETINGS OF SHAREHOLDERS**

Section 1.1. Annual Meetings. Annual meetings of the shareholders of the Corporation shall be held each year on such date, at such hour and at such place within or without the State of Indiana as shall be designated by the Board of Directors. ~~In the absence of such designation, the meeting shall be held on the first Tuesday of May of each year at the principal office of the Corporation at 11:00 a.m. (local time). The Board of Directors may, by resolution, change the date or time of such annual meeting. If the day fixed for any annual meeting of shareholders shall fall on a legal holiday, then such annual meeting shall be held on the first following business day that is not a legal holiday. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, any or all shareholders and proxy holders may participate in an annual shareholders' meeting by, or through the use of, any means of communication by which all shareholders participating may simultaneously hear each other during the meeting in accordance with Section 23-1-29-1 of the Indiana Business Corporation Law. Any shareholder or proxy holder participating in a meeting by such means of communication is deemed to be present in person at the meeting.~~

Section 1.2. Special Meetings. Special meetings of the shareholders of the Corporation may be called at any time only by the Board of Directors or the Chairman of the Board.

Section 1.3. Proper Business. ~~To be properly brought before an annual meeting, business must be specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors, otherwise properly brought before the meeting by or at the direction of the Board of Directors, or otherwise properly brought before the meeting by a shareholder.~~

(a) The exclusive means for a shareholder to make nominations for the election of Directors are set forth in Section 2.11 of these By-Laws.

~~(b) Section 1.3. Proper Business. To be properly brought before an annual meeting, business must be specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors, otherwise properly brought before the meeting by or at the direction of the Board of Directors, or otherwise properly brought before the meeting by a shareholder. For business (other than nominations for the election of Directors) to be properly brought before an annual meeting by a shareholder, the shareholder must have given written notification thereof, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the Corporation not later than ninety (90) days in advance of the Originally Scheduled Date (as defined in Section 1.3(g) of these By-Laws) of such meeting (provided, however, that if the Originally Scheduled Date of such meeting is earlier than the date specified in these By-Laws as the date of the annual meeting if the Board of Directors does not determine otherwise, such written notice first anniversary of the date set forth in the Corporation's first mailed definitive proxy materials for the prior year's annual meeting (the "Anniversary Date"), such written notification may be so given and received not later than the close of business on the 10th day following the date of the first public disclosure, which may include any public filing by the Corporation with the Securities and Exchange Commission, of the Originally Scheduled Date of such meeting). Any such notification by a shareholder shall set forth as to each matter the shareholder proposes to bring before the meeting (a) brief description of the business described to be brought before the meeting and the reasons for conducting such business at the meeting; (b) the name and address of the shareholder proposing such business; (c) a representation that the shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business; and (d) any material interest of the shareholder in such business. To be properly brought before a special meeting of shareholders called pursuant to Section 1.2, business must be specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors or must otherwise be properly brought before the meeting by or at the direction of the Board of Directors. No business shall be conducted at a meeting of shareholders except in accordance with this paragraph, and the chairman of any meeting of shareholders may refuse to permit any business to be brought before a meeting without compliance with the foregoing procedures. For purposes of these By-Laws, the "Originally Scheduled Date" of any meeting of shareholders shall be the date such meeting is scheduled to occur in the notice of such meeting first given to shareholders regardless of whether any subsequent notice is given for such meeting or the record date of such meeting is changed. Scheduled Date of such meeting).~~

(c) Any notification by a shareholder under Section 1.3(b) of these By-Laws shall set forth as to each matter the shareholder proposes to bring before the meeting (i) a brief description of the business described to be brought before the meeting, the reasons for conducting such business at the meeting; (ii) the name and address, as they appear on the Corporation's books, of the shareholder proposing such business and of any beneficial owner or owners, if any, on whose behalf the business is being proposed; (iii) a representation that the shareholder is a holder of record of shares of stock of the Corporation entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose such business; (iv) the class and number of shares of stock of the Corporation that are owned beneficially and of record by such shareholder or beneficial owner or owners and a representation that such shareholder will notify the Corporation in writing of the class and number of such shares owned of record and beneficially as of the record date for the meeting within five (5) business days following the later of the record date or the date the record date is first publicly disclosed; (v) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise (a "Derivative Instrument") directly or indirectly owned beneficially by such shareholder or beneficial owner and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value

of shares of the Corporation; (vi) any proxy, contract, arrangement, understanding or relationship pursuant to which such shareholder or beneficial owner has a right to vote any shares of any security of the Corporation; (vii) any short interest in any security of the Corporation (for purposes of this Section 1.3(c)(vii), a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security); (viii) any rights to dividends on the shares of the Corporation owned beneficially by such shareholder or beneficial owner that are separated or separable from the underlying shares of the Corporation; (ix) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder or beneficial owner is a general partner or, directly or indirectly, beneficially owns an interest in a general partner; (x) any performance-related fees (other than an asset-based fee) that such shareholder or beneficial owner is entitled to based on any increase or decrease in the value of shares of the Corporation or Derivative Instruments, if any, as of the date of such notice, including without limitation any such interests held by members of such shareholder's or beneficial owner's immediate family sharing the same household (which information shall be supplemented by such shareholder or beneficial owner not later than five (5) business days after the later of the record date or the date the record date is disclosed to disclose such ownership as of the record date); (xi) any other information relating to such shareholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder; (xii) any material interest of the shareholder in such business, (xiii) a representation whether the proposing shareholder intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the outstanding shares of the Corporation's stock required to approve the proposal and/or otherwise to solicit proxies from shareholders in support of the proposal and (xiv) a description of all agreements, arrangements and understandings between such shareholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder and a representation that such shareholder will notify the Corporation in writing of any such agreements, arrangements or understandings in effect as of the record date within five (5) business days following the later of the record date or the date notice of the record date is first publicly disclosed. For purposes of these By-Laws, the information required by items (iv) through (xi) of the preceding sentence shall be referred to as the "Required Disclosures."

(d) To be properly brought before a special meeting of shareholders called pursuant to Section 1.2, business must be specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors or must otherwise be properly brought before the meeting by or at the direction of the Board of Directors.

(e) Notwithstanding the foregoing provisions of this Section 1.3 or Section 2.11 of these By-Laws, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 1.3 and Section 2.11 of these By-Laws; provided, however, that any references in these By-Laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit the requirements applicable to proposals as to any other business to be considered pursuant to this Section 1.3 or any nominations to be considered pursuant to Section 2.11 of these By-Laws. Nothing in this Section 1.3 or in Section 2.11 of these By-Laws shall be deemed to limit the Corporation's obligation to include shareholder proposals in its proxy statement if such inclusion is required by Rule 14a-8 under the Exchange Act.

(f) No business shall be conducted at a meeting of shareholders except in accordance with this Section 1.3 and the chairman of any meeting of shareholders may refuse to permit any business to be brought before a meeting without compliance with the foregoing procedures.

(g) For purposes of these By-Laws, the "Originally Scheduled Date" of any meeting of shareholders shall be the date such meeting is scheduled to occur in the notice of such meeting first given to shareholders regardless of whether any subsequent notice is given for such meeting or the record date of such meeting is changed.

Section 1.4. Notices.

(a) ~~Section 1.4. Notices.~~ A written notice, (as the term "written" is defined in Section 7.8 of these By-Laws) stating (i) the date, time and place of any meeting of the shareholders, and (ii) the means of remote communications, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such meeting and (iii) in the case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered or mailed by the Secretary of the Corporation, to each shareholder of record of the Corporation entitled to notice of or to vote at such meeting no fewer than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of shareholders' meetings, if mailed, shall be mailed, postage prepaid, to each shareholder at the shareholder's address shown in the Corporation's current record of shareholders; provided that this requirement shall be satisfied with respect to shareholders of record who share an address, and notice shall be deemed to have been given to all such shareholders, if notice is given in accordance with the "householding" rules set forth in Rule 14a-3(e) under the Exchange Act and the provisions of Section 23-1-20-29 of the Indiana Business Corporation Law. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his, her or its address as it appears in the books of the Corporation, with postage thereon prepaid. If sent by electronic transmission, notice shall be deemed to be delivered when sent.

(b) Except as provided by the Indiana Business Corporation Law or the Corporation's Restated Articles of Incorporation, notice of a meeting of shareholders is required to be given only to shareholders entitled to vote at the meeting; provided, however, notice of a meeting of shareholders shall be given to shareholders not entitled to vote if a purpose for the meeting is to vote on any amendment to the Corporation's Restated Articles of Incorporation, a merger or share exchange to which the Corporation would be a party, a sale of the Corporation's assets, or dissolution of the Corporation.

(c) A shareholder or the shareholder's proxy may at any time waive notice of a meeting if the waiver is in writing and

is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A shareholder's attendance at a meeting, whether in person or by proxy, (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder or the shareholder's proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder or the shareholder's proxy objects to considering the matter when it is presented. Each shareholder who has in the matter above provided waived notice or objection to notice of a shareholders' meeting shall be conclusively presumed to have been given due notice of such meeting, including the purpose or purposes thereof.

(d) If an annual or special shareholders' meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment, unless a new record date is or must be established for the adjourned meeting.

Section 1.5. Voting. Except as otherwise provided by the Indiana Business Corporation Law or the Corporation's Restated Articles of Incorporation, each share of the capital stock of any class of the Corporation that is outstanding at the record date established for any annual or special meeting of shareholders and is outstanding at the time of and represented in person or by proxy at the annual or special meeting, shall entitle the record holder thereof, or the record holder's proxy, to one (1) vote on each matter voted on at the meeting.

Section 1.6. Quorum. Unless the Corporation's Restated Articles of Incorporation or the Indiana Business Corporation Law provides otherwise, at all meetings of shareholders a majority of the votes entitled to be cast on a matter, represented in person or by proxy, constitutes a quorum for action on the matter. Action may be taken at a shareholders' meeting only on matters with respect to which a quorum exists; provided, however, that any meeting of shareholders, including annual and special meetings and any adjournments thereof, may be adjourned to a later date although less than a quorum is present. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Section 1.7. Vote Required to Take Action.

(a) If a quorum exists as to a matter to be considered at a meeting of shareholders, action on such matter (other than the election of Directors) is approved if the votes properly cast favoring the action exceed the votes properly cast opposing the action, except as the Corporation's Restated Articles of Incorporation or the Indiana Business Corporation Law require a greater number of affirmative votes.

(b) The election of Directors by the shareholders shall be determined as follows:

~~(b) (i) Each Director to be elected by shareholders shall be elected by the vote of the majority~~ plurality of the votes cast with respect to that Director's election at any meeting for the election of Directors at which a quorum is present; provided, however, that ~~Directors shall be elected by the vote of a plurality of the votes cast~~ a nominee who is elected but receives more votes "against" than "for" election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that Director's election) shall serve as a Director for a term that ends on the date that is the earlier of (A) ninety (90) days after the date on which the voting results are determined and (B) the date on which an individual is selected by the board of directors to fill the office held by the Director pursuant to this Section 1.7 and Section 2.2 of these By-Laws. Subject to paragraph (iii) below, a nominee who is elected but receives more votes against than for election shall not serve as a director beyond the ninety (90) day period described in clause (A).

~~(ii) Notwithstanding the foregoing, at any meeting of shareholders for which the Secretary of the Corporation receives a notice that a shareholder has nominated a person for election as Director in compliance with Section 2.11 of these By-Laws (an election occurring at any such meeting, a "Contested Election"). For purposes of this By-Law, a majority of votes cast shall mean that the number of shares cast "for" a Director's election exceeds the number of votes cast "against" the Director's election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that Director's election). If Directors are to be elected by a plurality of votes cast or applicable requirements of the Securities and Exchange Commission, shareholders shall not be permitted to vote "against" a nominee for Director.~~

~~(c) In order for any incumbent Director to become a nominee of the Board of Directors for further service (iii) The Board of Directors may select a qualified individual to fill the office held by a Director who received more votes against than for election, allow a vacancy to continue on the Board of Directors, such person must submit an irrevocable resignation, contingent on (i) that person not receiving a majority of the votes cast in an election that is not a Contested Election, and (ii) acceptance of that resignation by the Board of Directors in accordance with policies and procedures adopted by the Board of Directors for such purpose. In the event an incumbent Director fails to receive a majority of the votes cast in an election that is not a Contested Election, following the end of such Director's term or decrease the size of the Board of Directors to eliminate such vacancy. The Board of Directors shall take such action in its sole discretion and based upon the recommendation of the Governance and Nominating Committee, or such other committee designated by the Board of Directors pursuant to these By-Laws, shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent Director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within 90 days following certification of the election results. The and the committee in making its recommendation and the Board of Directors in making its decision each may consider any factors and other information that it considers appropriate and relevant. If the Board of Directors elects to fill a vacancy pursuant to this Section 1.7(b)(iii), it may choose any individual it deems qualified in its sole discretion, including the Director who received more~~

votes against than for election.

(d) — If the Board of Directors accepts a Director's resignation pursuant to this By-Law, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill the resulting vacancy or may decrease the size of the Board of Directors, in each case, in accordance with the provisions of these By-Laws.

Section 1.8. Record Date. Only such persons shall be entitled to notice of or to vote, in person or by proxy, at any shareholders' meeting as shall appear as shareholders upon the books of the Corporation as of such record date as the Board of Directors shall determine, which date may not be earlier than the date seventy (70) days immediately preceding the meeting. In the absence of such determination, the record date shall be the ~~fiftieth (50th) day immediately next~~ preceding the date of such meeting on which notice is given, or, if notice is waived, on the date next preceding the day on which the meeting is held. Unless otherwise provided by the Board of Directors, shareholders shall be determined as of the close of business on the record date.

Section 1.9. Proxies; Acceptance of Instruments Showing Shareholder Action.

(a) ~~Section 1.9. Proxies.~~ A shareholder's shares may be voted either in person or by proxy. A shareholder may appoint a proxy to vote or otherwise act for the shareholder (including authorizing the proxy to receive, or to waive, notice of any shareholders' meetings within the effective period of such proxy) by signing an appointment form, either personally or by the shareholder's attorney-in-fact or by transmitting or authorizing the transmission of an electronic submission to the person who will be the holder of the proxy, a proxy solicitation firm or a proxy support service organization or similar agency authorized by the person who will be the holder of the proxy to receive the electronic submission; provided that such electronic submission either contains or is accompanied by information from which it can be determined that the electronic submission was transmitted or authorized by the shareholder. A copy, facsimile telecommunication or other reliable reproduction of a writing or electronic submission authorized by this Section 1.9 may be used instead of the original writing or electronic submission for any and all purposes for which the original writing or electronic submission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete copy of the entire original writing or electronic submission. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes and is effective for eleven (11) months unless a shorter or longer period is expressly provided in the appointment form. The proxy's authority may be limited to a particular meeting or may be general and authorize the proxy to represent the shareholder at any meeting of shareholders held within the time provided in the appointment form. The presence of a shareholder who has filed a proxy at a meeting shall not of itself constitute a revocation of such proxy. Subject to the Indiana Business Corporation Law and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

(b) If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a shareholder, then the Corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of a shareholder. If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the name of a shareholder, then the Corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of the shareholder if any of the following apply:

(i) The shareholder is an entity and the name signed purports to be that of an officer or agent of the entity.

(ii) The name purports to be that of an administrator, executor, guardian or conservator representing the shareholder and, if the Corporation requests, evidence of fiduciary status acceptable to the Corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(iii) The name purports to be that of a receiver or trustee in bankruptcy of the shareholder and, if the Corporation requests, evidence of this status acceptable to the Corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(iv) The name purports to be that of a pledgee, beneficial owner, or attorney in fact of the shareholder and, if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the shareholder is presented with respect to the vote, consent, waiver or proxy appointment.

(v) Two (2) or more persons are the shareholders as cotenants or fiduciaries and the name purports to be the name of at least one (1) of the coowners and the person acting appears to be acting on behalf of all coowners.

The Corporation may reject a vote, consent, waiver or proxy appointment if the Secretary of the Corporation or other officer or agent of the Corporation who is authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on a writing or about the signatory's authority to sign for the shareholder, or the validity of an electronic submission or the submitter's authority to make the electronic transmission.

Section 1.10. Organization. At every meeting of the shareholders, the Chairman of the Board, or, in the Chairman's absence, a person designated by the Chairman, or, in the absence of such designation, a person chosen by the Board of Directors, shall act as a chairman. The Secretary of the Corporation shall act as secretary of such meeting or, in the Secretary's absence, the chairman shall appoint a secretary.

Section 1.11. Voting Lists. At least five business days before each meeting of shareholders, the officer or agent having charge of the stock transfer books shall make a complete list of the shareholders entitled to notice of a shareholders' meeting, arranged in alphabetical

order, with the address and number of shares so entitled to vote held by each, which list shall be on file at the principal office of the Corporation and subject to inspection by any shareholder entitled to vote at the meeting. Such list shall be produced and kept open at the time and place of the meeting and subject to the inspection of any shareholder during the holding of such meeting. Unless otherwise required by law, the Corporation need not include electronic mail addresses or other electronic contact information on such list. The original stock register or transfer book, or a duplicate thereof, kept in this state, shall be the only evidence as to who are the shareholders entitled to examine such list or the stock ledger or transfer book or to vote at any meeting of the shareholders.

Section 1.12. Inspectors of Election. The Board of Directors may appoint Inspectors of Election to serve at meetings of shareholders. If, at the time of any meeting, any Inspector so appointed shall be absent, the presiding officer may appoint an Inspector to serve in place of the absent Inspector. The Inspector or Inspectors so appointed or designated shall, according to any rules and/or procedures prescribed by the Board of Directors, (i) ascertain the number of shares of capital stock of the Corporation outstanding and the voting power of each such share, (ii) determine the shares of capital stock of the Corporation represented at the meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) specify the information upon which the Inspector or Inspectors rely in determining the validity of proxies; (v) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the Inspector or Inspectors, and (vi) certify its or their determination of the number of shares of capital stock of the Corporation represented at the meeting and such Inspector's or Inspectors' count of all votes and ballots. Such certification shall specify such other information as may be required by law. In determining the validity and counting of proxies and ballots cast at any meeting of shareholders of the Corporation, the Inspector or Inspectors may consider such information as is permitted by applicable law and any rules and/or procedures prescribed by the Board of Directors. No person who is a candidate for an office at an election may serve as an Inspector at such election.

Section 1.13. Conduct of Meeting. At any meeting of shareholders of the Corporation, the Chairman of the Board (or, in the absence of the Chairman of the Board, such person designated by the Chairman or the Board of Directors as chair pursuant to Section 1.10 of these By-Laws) shall prescribe the order of business to be conducted at the meeting and establish procedures incident thereto. The Board of Directors of the Corporation may adopt by resolution such rules or regulations for the conduct of meetings of shareholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the Chairman of the Board or designated chair of any meeting of shareholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of the Chairman of the Board or such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the Chairman of the Board or the chair of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting, to shareholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chair shall permit; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof, and (e) the format for the submission of, and limitations on the time allotted to, questions or comments by participants. Unless, and to the extent determined by the Board of Directors, the Chairman of the Board or the designated chair of the meeting, meetings of shareholders shall not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE II DIRECTORS

Section 2.1. Number, Qualification and Terms.

(a) ~~Section 2.1. Number, Qualification and Terms.~~ The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of Directors shall be fixed by resolution of the Board of Directors from time to time. It shall be the policy of the Corporation that no person seventy-two years of age or more shall be elected to the Board of Directors. Any Director who attains the age of seventy-two years during the Director's term of office shall be eligible to remain a Director for the duration of the term for which the Director was elected but shall not be eligible for re-election. ~~In recognition of his leadership, stewardship and the contributions he has made and is continuing to make to the success of the Corporation, this age limitation shall be seventy-three years of age as applied to Director J. Lawrence Wilson.~~

(b) The Corporation hereby elects not to be governed by Section 23-1-33-6(c) of the Indiana Business Corporation Law. Each Director shall be elected for a term of office to expire at the annual meeting of shareholders next following the Director's election, except that each Director elected pursuant to Section 2.2 of this Article II shall hold office until the next annual meeting of shareholders. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is elected and qualified, or until the earlier of the Director's death, resignation, disqualification or removal, or until there is a decrease in the number of Directors.

(c) The Directors and each of them shall have no authority to bind the Corporation except when acting as a Board.

Section 2.2. Vacancies. Any vacancy occurring in the Board of Directors, from whatever cause arising, including an increase in the number of Directors, shall be filled by selection of a successor by a majority vote of the remaining members of the Board of Directors (although less than a quorum) until the next annual meeting of the shareholders.

Section 2.3. Quorum and Vote Required to Take Action. A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business, except the filling of vacancies; provided that less than two Directors shall not constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors, unless the act of a greater number is required by the Indiana Business Corporation Law, the Corporation's Restated Articles of Incorporation or these By-Laws. A Director who is present at a meeting of the Board of Directors or a committee thereof of which

he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless any of the following occurs: (a) the Director objects at the beginning of the meeting (or promptly upon the Director's arrival) to holding it or transacting business at the meeting; (b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 2.4. Regular Meetings. The Board of Directors shall meet regularly, without notice, at such times and places as may be specified from time to time by the Board of Directors or the Chairman of the Board (but no fewer than one time annually) for the purpose of transacting such business as properly may come before the meeting.

Section 2.5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or a majority of the Directors upon not less than twenty-four (24) hours' notice given to each Director of the date, time and place of the meeting, which notice need not specify the purpose or purposes of the special meeting. Such notice may be communicated in person (either in writing or orally), by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail, and shall be effective at the earlier of the time of its receipt or, if mailed, five (5) days after its mailing. Notice of any meeting of the Board may be waived in writing at any time if the waiver is signed by the Director entitled to the notice and is 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 the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.6. Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one (1) 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 and delivered to the Secretary of the Corporation. Action taken under this Section 2.6. is effective when the last Director signs the consent, unless (a) the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date or (b) the action taken under this Section 2.6 is taken electronically as contemplated by Indiana Code § 26-2-8, in which case the effective date is determined in accordance with Indiana Code § 26-2-8. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation before the delivery to the Corporation of unrevoked written consents signed by all the Directors. A consent signed under this Section 2.6 shall have the same effect as a unanimous meeting vote of all members of the Board and may be described as such in any document.

Section 2.7. Participation by Conference Telephone. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 2.8. Organization. At every meeting of the Board of Directors, the Chairman of the Board, or in the Chairman's absence, a person designated by the Chairman, shall act as chairman. The Secretary of the Corporation shall act as secretary of such meeting or, in the Secretary's absence, the Chairman shall appoint a secretary.

Section 2.9. Resignation. A Director may resign at any time by delivering written notice to the Chairman of the Board, the Secretary of the Corporation, the Board of Directors, or such other officer as the Board of Directors may designate, and such resignation shall become effective upon such delivery unless the notice specifies a later effective date.

Section 2.10. Compensation. Any Director who is also an officer of the Corporation shall receive no separate compensation for serving as Director. Each Director who is not an officer of the Corporation shall be paid such compensation, ~~by way of salary, fees for attendance at meetings of the Board of Directors, special consulting fees, or other remuneration,~~ as shall be fixed from time to time by resolution of the Board of Directors. Each Director shall be reimbursed by the Corporation for travel and other reasonable out-of-pocket expenses incurred in attending such meetings, as well as meetings of the Corporation's shareholders and committees of the Board of Directors and other Corporation functions and events.

Section 2.11. Nominations. ~~Nominations for the election of Directors may be made by the Board of Directors or by any shareholder entitled to vote for the election of Directors who complies fully with the requirements of these By-Laws.~~

(a) Any shareholder entitled to vote for the election of Directors at a meeting may nominate a person or persons for election as Directors only if written notice of such shareholder's intent to make such nominations is given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the Corporation not later than one hundred sixty (160) days in advance of the Originally Scheduled Date of such meeting (provided, however, that if the Originally Scheduled Date of such meeting is earlier than the Anniversary Date, such written notice may be so given and received not later than the close of business on the 10th day following the date of the first public disclosure, which may include any public filing by the Corporation with the Securities and Exchange Commission, of the Originally Scheduled Date of such meeting).

(b) ~~Section 2.11. Nominations. Nominations for the election of Directors may be made by the Board of Directors or by any shareholder entitled to vote for the election of Directors who complies fully with the requirements of these By-Laws. Any shareholder entitled to vote for the election of Directors at a meeting may nominate a person or persons for election as Directors only if written notice of such shareholder's intent to make such nominations is given, either by personal delivery or by United States mail, postage~~

prepaid, to the Secretary of the Corporation not later than 90 days in advance of the Originally Scheduled Date of such annual meeting (provided, however, that if the Originally Scheduled Date of such meeting is earlier than the date specified in these By-Laws as the date of the annual meeting if the Board of Directors does not determine otherwise, such written notice may be so given and received not later than the close of business on the 10th day following the date of the first public disclosure, which may include any public filing by the Corporation with the Securities and Exchange Commission, of the Originally Scheduled Date of such meetings). Each such notice ~~Each notice under Section 2.11(a) of these By-Laws shall be signed manually or by facsimile by the shareholder of record and shall set forth (a) the name and address, as they appear on the Corporation's books, of the shareholder who intends to make the nomination and of the person or persons to be nominated; (b) any beneficial owner or owners on whose behalf the nomination is made; (ii) a representation that the shareholder is a holder of record of shares of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (d)iii) the Required Disclosures; (iv) the name, age, business address and residential address of each nominee proposed in such notice; (v) the principal occupation or employment of each such nominee; (vi) the number of shares of capital stock of the Corporation that are owned of record or beneficially by each such nominee; (vii) with respect to each nominee for election or reelection to the Board of Directors, include a completed and signed questionnaire, representation and agreement required by Section 2.12 of these By-Laws; (viii) such other information regarding each nominee proposed by such shareholder as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had each nominee been nominated, or intended to be nominated, by the Board of Directors; and (e) the (ix) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, including all arrangements or understandings pursuant to which the nominations are being made, between or among such shareholder and beneficial owner, if any, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or any other person or persons (naming such person or persons), on the other hand; and (x) the written consent of each nominee to serve as a Director of the Corporation if so elected. The chairman of any meeting of shareholders to elect Directors and the Board of Directors may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure. This Section 2.11 shall not affect the right of the holders of either Preference or Preferred Stock to nominate and elect Directors in the event such right arises.~~

(c) The chairman of any meeting of shareholders to elect Directors and the Board of Directors may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure; only persons who are nominated in accordance with the procedures set forth in this Section 2.11 shall be eligible to serve as Directors.

(d) This Section 2.11 shall not affect the right of the holders of either Preference or Preferred Stock to nominate and elect Directors in the event such right arises.

Section 2.12. ~~Chairman of the Executive Committee.~~ The Board of Directors shall elect a Chairman of the Executive Committee from among the members of the Board of Directors. The Chairman of the Executive Committee shall preside at meetings of the Executive Committee, and shall perform such other duties and functions as may be assigned to the Chairman of such Committee from time to time by the Board of Directors. Submission of Questionnaire; Representation and Agreement. To be eligible to be a nominee for election or reelection as a Director, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.11 of these By-Laws) to the Secretary of the Corporation at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (a) is not and will not become a party to (i) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a Director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (ii) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a Director, with such person's fiduciary duties under applicable law, (b) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a Director that has not been disclosed therein, and (c) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a Director, and will comply with, applicable law and all applicable publicly disclosed corporate governance, conflict of interest, corporate opportunities, confidentiality and stock ownership and trading policies and guidelines of the Corporation.

ARTICLE III COMMITTEES OF THE BOARD OF DIRECTORS

Section 3.1. General.

(a) The Board of Directors may create one (1) or more committees and appoint members of the Board of Directors to serve on them, by resolution of the Board of Directors adopted by a majority of all the Directors in office when the resolution is adopted. Each committee may have one (1) or more members, and all the members of a committee shall serve at the pleasure of the Board of Directors.

(b) To the extent specified by the Board of Directors in the resolution creating a committee (as such resolution may be amended by the Board of Directors from time to time), and except as otherwise provided in the Indiana Business Corporation Law, each committee may exercise all of the authority of the Board of Directors.

(c) Except to the extent inconsistent with the resolutions creating a committee, the provisions of these By-Laws which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements and telephone participation in meetings of the Board of Directors, apply to each committee and its members as well.

(d) A member of a committee of the Board of Directors who is also an officer of the Corporation shall receive no separate compensation for serving as a member of such committee. Each member of a committee of the Board of Directors who is not an officer of the Corporation shall be paid such compensation for attendance at committee meetings as shall be fixed from time to time by resolution of the Board of Directors. Committee members shall be reimbursed by the Corporation for travel expenses incurred in attending committee meetings.

Section 3.2. Executive Committee.

(a) The Board of Directors shall elect from its members an Executive Committee consisting of not less than three members to serve at the pleasure of the Board of Directors. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise, except as described in Section 3.1(b) of this Article III, all the power of the Board of Directors in the management and direction of the business and affairs of the Corporation. All Directors, including those Directors who are not designated members of the Executive Committee, may attend meetings of the Executive Committee. ~~The Chairman of the Executive Committee shall preside at all meetings of such Committee. The Secretary of the Corporation, or, in the Secretary's absence, a person appointed by the Chairman of the Executive Committee, shall act as secretary of such Committee.~~

(b) ~~The Executive Committee shall keep regular minutes of its proceedings and all action by the Committee shall be reported to the Board of Directors at its meeting next following the meeting of the Committee. The Board of Directors shall elect a Chairman of the Executive Committee from among the members of the Board of Directors. The Chairman of the Executive Committee shall preside at meetings of the Executive Committee, and shall perform such other duties and functions as may be assigned to the Chairman of the Executive Committee from time to time by the Board of Directors.~~

(c) The Secretary of the Corporation, or, in the Secretary's absence, a person appointed by the Chairman of the Executive Committee, shall act as secretary of the Executive Committee, and shall report all material action taken by the Executive Committee to the Board of Directors at its regularly scheduled meeting next following the meeting of the Executive Committee.

ARTICLE IV OFFICERS

Section 4.1. Designation and Selection. The Board of Directors shall elect as officers of the Corporation a Chairman of the Board and a Chief Executive Officer. The Chief Executive Officer shall appoint a Secretary and such other officers of the Corporation as the Chief Executive Officer deems appropriate, which appointments shall be presented to the Board of Directors for ratification.

Section 4.2. Duties and Functions.

(a) Chairman of the Board. The Chairman of the Board shall be a member of the Board of Directors and shall, when present, preside at all meetings of the Board of Directors and of the shareholders. The Chairman of the Board shall perform such other duties and functions as may be assigned to the Chairman of the Board from time to time by the Board of Directors.

(b) Chief Executive Officer. The Chief Executive Officer ~~shall~~ may be a member of the Board of Directors and shall perform such other duties and functions as may be assigned from time to time by the Board of Directors.

(c) Secretary. The Secretary shall keep a record of proceedings at all meetings of the Board of Directors and of the shareholders, shall have custody of the corporate records and seal of the Corporation, shall be responsible for authenticating records of the Corporation, and shall perform such other duties and functions as may be assigned to the Secretary from time to time by the Chairman of the Board.

(d) Other Officers. Each other officer appointed by the Chairman of the Board shall have and perform such powers, duties and functions as may be assigned to such officer from time to time by the Board of Directors, the Chairman of the Board or the Chief Executive Officer.

Section 4.3. Removal. The Board of Directors may remove any officer at any time with or without cause by resolution adopted by a majority of the whole Board of Directors. An officer appointed by the Chairman of the Board may also be removed at any time, with or without cause, by the Chairman of the Board.

Section 4.4. Resignations. Any corporate officer may resign at any time by delivering written notice thereof to the Board of Directors, the Chairman of the Board or the Secretary. Such resignation shall take effect at the time delivered unless a later time is specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 4.5. Compensation. The Board of Directors shall fix the salary and other compensation for officers of the Corporation who are also Directors of the Corporation and may delegate to the Chairman of the Board authority to fix salaries and other compensation of all remaining officers of the Corporation.

Section 4.6. Special Authority. The Chairman of the Board, or other officers designated by the Chairman, shall have authority

to execute guarantees, indentures for monies borrowed by the Corporation, appointments of powers of attorney and proxies to act on behalf of the Corporation, instruments for the devise or conveyance of real estate or creation of mortgages, bank forms required to open, maintain or close bank accounts, and any other written agreements to which the Corporation shall be a party which pertain to the routine operation of the Corporation and are regularly being made in the ordinary course of carrying on such operations.

ARTICLE V SHARES

Section 5.1. Certificates for Shares. Shares in the ~~corporation~~Corporation may be issued in book-entry form or evidenced by certificates. However, every holder of shares in the Corporation shall be entitled upon request to have a certificate evidencing the shares owned by the shareholder, signed in the name of the Corporation by the Chairman of the Board, the President or a Vice President and the Secretary, certifying the number of shares owned by the shareholder in the Corporation. The signatures of the Chairman of the Board, the President, Vice President, and the Secretary, the signature of the transfer agent and registrar, and the Seal of the Corporation may be facsimiles. In case any officer or employee who shall have signed, or whose facsimile signature or signatures shall have been used on, any certificate shall cease to be an officer or employee of the Corporation before the certificate shall have been issued and delivered by the Corporation, the certificate may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed the certificate or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or employee of the Corporation; and the issuance and delivery by the Corporation of any such certificate shall constitute an adoption thereof. Every certificate shall state on its face (or in the case of book-entry shares, the statements evidencing ownership of such shares shall state) the name of the Corporation and that it is organized under the laws of the State of Indiana, the name of the person to whom it is issued, and the number and class of shares and the designation of the series, if any, the certificate represents, and shall state conspicuously on its front or back that the Corporation will furnish the shareholder, upon written request and without charge, a summary of the designations, relative rights, preferences and limitations applicable to each class and the variations in rights, preferences and limitations determined for each series (and the authority of the Board of Directors to determine variations for future series). Every certificate (or book-entry statement) shall state whether such shares have been fully paid and are nonassessable. If any such shares are not fully paid, the certificate (or book-entry statement) shall be legibly stamped to indicate the percentum which has been paid up, and as further payments are made thereon, the certificate shall be stamped (or book-entry statement updated) accordingly. Subject to the foregoing provisions, certificates representing shares in the Corporation shall be in such form as shall be approved by the Board of Directors. There shall be entered upon the stock books of the Corporation at the time of the issuance or transfer of each share the number of the certificates representing such share (if any), the name of the person owning the shares represented thereby, the class of such share and the date of the issuance or transfer thereof.

Section 5.2. Transfer of Shares: Holder of Record

(a) Transfer of shares of the Corporation shall be made on the books of the Corporation by the holder of record thereof, or by the shareholder's attorney thereunto duly authorized in writing and filed with the Secretary of the Corporation or any of its transfer agents, and on surrender of the certificate or certificates (if any) representing such shares.

(b) The Corporation and its transfer agents and registrars, shall be entitled to treat the holder of record of any share or shares as the holder in fact and absolute owner thereof for all purposes, and accordingly shall not be bound to recognize any legal, equitable or other claim to or interest in such share or shares on the part of any other person whether or not it or they shall have express or other notice thereof, except as otherwise expressly provided by the statutes of the State of Indiana. Shareholders shall notify the Corporation in writing of any changes in their addresses from time to time.

Section 5.3. Regulations. Subject to the provisions of this Article V the Board of Directors may make such rules and regulations as it may deem expedient concerning the issuance, transfer and regulation of certificates for shares or book-entry shares of the Corporation.

Section 5.4. Transfer Agents and Registrars. The Board of Directors may appoint one or more transfer agents, one or more registrars, and one or more agents to act in the dual capacity of transfer agent and registrar with respect to the certificates representing shares and the book-entry shares of the Corporation.

Section 5.5. Lost or Destroyed Certificates. The holders of any shares of the Corporation shall immediately notify the Corporation or one of its transfer agents and registrars of any loss or destruction of the certificate representing the same. The Corporation may issue a new certificate in the place of any certificate theretofore issued by it alleged to have been lost or destroyed upon such terms and under such regulations as may be adopted by the Board of Directors or the Secretary, and the Board of Directors or Secretary may require the owner of the lost or destroyed certificate or the owner's legal representatives to give the Corporation a bond in such form and for such amount as the Board of Directors or Secretary may direct, and with such surety or sureties as may be satisfactory to the Board of Directors or the Secretary to indemnify the Corporation and its transfer agents and registrars against any claim that may be made against it or any such transfer agent or registrar on account of the alleged loss or destruction of any such certificate or the issuance of such new certificate. A new certificate may be issued without requiring any bond when, in the judgment of the Board of Directors or the Secretary, it is proper so to do.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.1. Mandatory. The Corporation shall, to the fullest extent permitted by Sections 1 through 13 of Indiana Code Ch. 23-1-37 as in effect April 1, 1986-37, (i) indemnify any person who is or was a Director or officer of the Corporation (and the heirs and legal representatives thereof) against expenses (including attorneys' fees), judgments, fines, and penalties and amounts paid in settlement resulting

from any action, suit or proceeding threatened or brought against such person by reason of such person's serving in such position or serving another enterprise in any capacity at the request of the Corporation, and (ii) pay for or reimburse the reasonable expenses incurred by such person in advance of the final disposition of the action, suit or proceeding.

Section 6.2. Discretionary. Separate and apart from, and in addition to, the mandatory indemnification required under Section 6.1 of this Article, the Corporation may, in its sole discretion, provide for indemnification of any person in accordance with the provisions of Indiana Code Ch. 23-1-37, as from time to time amended, or superseding statutory provisions.

Section 6.3. Other Capacity Service. Any Director or officer of the Corporation serving in any capacity (i) another corporation, of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the Corporation, or (ii) any employee benefit plan of the Corporation or of another corporation described in Subsection (i) of this Section, shall be deemed to be doing so at the request of the Corporation.

Section 6.4. Applicable Law. Any person entitled to be indemnified as a matter of right pursuant to this Article VI may elect to have the right to indemnification interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, to the extent permitted by Indiana law, or on the basis of the applicable law in effect at the time indemnification is sought.

Section 6.5. Rights. The right to be indemnified pursuant to this Article VI (i) shall be a contract right of each individual entitled to be indemnified hereunder, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist with respect to events occurring prior to any rescission or restrictive modification of this Article VI.

Section 6.6. Claims. If a claim for indemnification pursuant to this Article VI is not paid in full by the Corporation within ninety days after a written request therefor has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled also to be paid the expense of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors, special legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct, nor an actual determination by the Corporation (including its Board of Directors, special legal counsel or its shareholders) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.

ARTICLE VII MISCELLANEOUS

Section 7.1. Indiana Business Corporation Law. The provisions of the Indiana Business Corporation Law, as amended, applicable to all matters relevant to, but not specifically covered by, these By-Laws are hereby, by reference, incorporated in and made a part of these By-Laws.

Section 7.2. Fiscal Year. The fiscal year of the Corporation shall end on the 31st of December of each year.

Section 7.3. Control Share Act. The provisions of Chapter 42 of the Indiana Business Corporation Law, Ind. Code §23-1-42-1 et seq., shall not apply to control share acquisitions of shares of the Corporation.

Section 7.4. Seal. The Corporation shall have a corporate seal, which shall have inscribed the name of the Corporation and the word "INDIANA" around the outer edge and the words "CORPORATE SEAL" in the center.

Section 7.5. Contracts and Other Instruments. Bonds, contracts, deeds, leases and other obligations and instruments of the Corporation may be signed in the name of and on behalf of the Corporation by (i) officers or their designees, and (ii) agents of the Corporation as may be specifically authorized by resolution of the Board of Directors.

Section 7.6. Books and Records. Subject to the laws of the State of Indiana, the books of account, records, documents and papers of the Corporation may be kept at any place or places within or without the State of Indiana.

Section 7.7. Amendments. These By-Laws may be rescinded, changed or amended, and provisions hereof may be waived, at any meeting of the Board of Directors by the affirmative vote of a majority of the entire number of Directors at the time, except as otherwise required by the Corporation's Restated Articles of Incorporation or by the Indiana Business Corporation Law.

Section 7.8. Amendments by Implication. Except as otherwise required by the Corporation's Restated Articles of Incorporation or by the Indiana Business Corporation Law, any action taken or authorized by the Board of Directors that would be inconsistent with the By-Laws then in effect, but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Section 7.9. Electronic Transmission. When used in these By-Laws, the terms "written" and "in writing" shall include any "electronic transmission" as defined in Section 23-1-20-8.5 of the Indiana Business Corporation Law, including without limitation any telegram, cablegram, facsimile transmission and communication by electronic mail.

Section 7.10. ~~Section 7.8.~~ Definition of Articles of Incorporation and Restated Articles of Incorporation. The term "Articles of

Incorporation” and “Restated Articles of Incorporation” as used in these By-Laws mean the Restated Articles of Incorporation of the Corporation as from time to time in effect.

Cummins Inc.
Corporate Governance Principles
(Revised 07/14/2009)

I. Role of the Board of Directors of Cummins Inc.

The Board of Directors of Cummins Inc. (the "Board"), collectively and through its various committees, oversees and directs the business and affairs of Cummins Inc. (the "Company"). The primary mission of the Board is to represent and protect the interests of the Company's stakeholders. In so doing, the Board has the legal responsibility for overseeing the affairs of the Company, and has certain specified powers and authorities with respect to corporate action provided by Indiana statutes.

The Board's oversight function can and should be exercised through the election and appointment of competent officers. The Board shall rely on the integrity, expertise and competency of these officers in carrying out its oversight function. The Board remains responsible for oversight and thus has an obligation to keep informed in order to assist management in formulating and developing plans; it also sets necessary criteria and serves as a body to review and advise management on the operations of the Company.

Specifically, the Board should:

- Adopt corporate governance principles consistent with the Company's Vision, Mission and Values.
- Exercise sound and independent business judgment with respect to significant strategic and operational issues, including major capital expenditures, diversifications, acquisitions, divestitures, and new ventures.
- Advise senior management.
- Monitor:
 - The performance of the Company.
 - The performance of senior management.
 - The effectiveness of internal controls and risk management practices.
 - Compliance with all applicable laws and regulations.
 - Communications and relationships with stakeholders.

In discharging its fiduciary duties to act in the best interests of the Company, the Board will consider, among other pertinent factors and as appropriate, the effect of its actions on shareholders, employees, suppliers, customers, communities, and the interests of society.

II. Structure of the Board

2.1 Size. The Board will normally consist of between 8 and 12 members. The quality of the persons serving as Directors and the overall balance of the Board are more important than the precise number of members. These considerations could lead from time to time to a Board outside of this size range.

2.2 Independence. A substantial majority of the Board should consist of directors who are not employed by the Company and whose other relationships with the Company would not impair their independence, as determined by the Board based on guidelines of the New York Stock Exchange ("NYSE") and other applicable regulations. In that regard, the Board shall abide by the following principles:

-
- 2.2.1** No Director who is a former employee of the Company shall be deemed by the Board to be independent until five years after the employment has ended.
 - 2.2.2** No Director who is, or in the past five years has been, affiliated with or employed by a present or former internal or external auditor of the Company (or of an affiliate of the Company) shall be deemed by the Board to be independent until five years after the end of either the affiliation or the auditing relationship.
 - 2.2.3** No Director can be determined to be independent if he or she is, or in the past five years has been, part of an interlocking directorate in which an executive officer of the Company serves on the compensation committee of another company that employs the director.
 - 2.2.4** No Director can be determined to be independent if he or she has received during any twelve-month period within the last five years more than \$120,000 in compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
 - 2.2.5** No Director can be determined to be independent if he or she is a current employee of a company that has made payments to or received payments from the Company for property or services in an amount which, in any of the last five fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.
 - 2.2.6** Directors with immediate family members in the foregoing categories will also be subject to the five-year restricted period described in each such category.

Compliance with this standard shall be reviewed annually by the Governance and Nominating Committee.

As an additional safeguard in maintaining the independence principles set forth in this section 2.2 and for other sound corporate governance purposes, it is the policy of the Board, as documented herein, that no Director shall be permitted to enter into any form of fee consulting arrangement with the Company or any of its subsidiaries or affiliates without potentially impacting his or her status as an independent director.

2.3 Change in Board Member Status. Directors are required to notify the Governance and Nominating Committee prior to joining another public company board. Directors may not sit on more than four other public company boards, in addition to the Board, without approval from the Governance and Nominating Committee; provided that employee-directors may not sit on more than two other public company boards, in addition to the Board, without approval from the Governance and Nominating Committee.

Directors who are changing their principal employment or business profession or association (other than as a result of normal retirement) must inform the Governance and Nominating Committee so that the Committee may consider whether continued service on the Cummins Board is still appropriate.

2.4 Retirement; Term Limits. It is the policy of the Board that no person seventy-two years of age or more shall be elected to the Board. As set forth and described in the Company's By-Laws, any Director who attains the age of seventy-two years during the Director's term of office shall be eligible to remain a Director for the duration of the term for which the Director was elected but shall not be eligible for re-election. The Board has not established term limits for Directors. The Board believes that long-term, experienced directors provide continuity of leadership, perspective and understanding of the business of the Company. Term limits have the disadvantage of losing the contributions of these directors, who have been able to develop increasing insight into the Company and its operations, and who therefore provide an increasing contribution to the Board.

2.5 Selection of Chairman and CEO. The Board should be free to make this choice any way that seems best for the Company at a given point in time. Therefore, the Board does not have a policy on whether or not the role of the Chief Executive and Chairman should be separate, and, if it is to be separate, whether the Chairman should be selected from the non-employee Directors or be an employee. Currently, the Board believes it is in the best interests of the Company for the role of Chairman and CEO to be combined and to appoint a Lead Director from among the independent Directors.

2.6 Director Orientation and Continuing Education. New Board members will be provided with a timely and thorough introduction to the Company. The orientation process shall include, among other things:

- 2.6.1 Information on the Company's Vision, Mission and Values;
- 2.6.2 An introduction to the Company's Business Units and their respective management teams;
- 2.6.3 Education about the Company's risk management processes and regulatory environment; and
- 2.6.4 Visits to the Company's facilities.

Directors are expected to continue to educate themselves with respect to the Company's industries and markets, as well as corporate governance and director responsibility developments. The Company will provide periodic updates or training to Board members to ensure that the members have the knowledge and skills necessary for their service and may also apprise Board members of, and encourage them to attend, at the Company's expense, appropriate director educational programs.

2.7 Annual Elections of the Entire Board. As set forth and described in the Company's By-Laws, it is the Board's policy that the entire Board will be elected annually by the Company's shareholders.

2.8 Majority Voting for Directors. As set forth and described in the Company's By-Laws, it is the Board's policy that all Directors in uncontested elections be elected by an affirmative majority vote of shareholders submitting a vote.

III. Board Operations

3.1 Frequency of Meetings. The Board will meet as frequently as necessary to enable Directors to discharge their responsibilities properly. Regular meetings of the Board are typically scheduled to be held five times per year, and special meetings will be held as required. The Board may, from time to time, take action by unanimous written consent.

3.2 Conduct of Meetings. Board meetings will be conducted in a manner that ensures open communication, meaningful participation and timely resolution of issues.

3.3 Selection of Items for Board Agenda. The Chairman, with input from the Lead Director, will generally establish the Board agenda for Board meetings, with the understanding that certain items pertinent to the advisory and monitoring functions of the Board be brought to it periodically by the Chairman for review and/or decision. Each Board member is free to suggest the inclusion of items on the agenda.

3.4 Board Material Distributed in Advance. Information and data that is important to the Board's understanding of the business shall be distributed in writing, or otherwise made available, to the Board before the Board meets. Management should structure material to ensure it is concise and to the point. Highly confidential or sensitive matters may be presented and discussed without prior distribution of background material.

3.5 Regular Attendance of Non-Directors at Board Meetings. The Board welcomes the regular attendance at each Board meeting of non-Board members who are members of the Company's Executive and Operating Committees. Others may also attend at the invitation of the Board. Selected management representatives will also function as liaisons for each of the Board Committees for which they have subject matter expertise.

3.6 Board Access to Senior Management. Board members will have complete and direct access to the Company's management. It is assumed that Board members will use judgment to ensure that contact with management is not distracting to the Company's day-to-day operations, and that the CEO is appropriately informed of such communications.

3.7 Executive Sessions. The Board will hold executive sessions at least four times per year without the Chairman (if the Chairman is an employee-director) or any other employee directors present for discussion of any relevant subject. If the Chairman is an employee-director, then the Lead Director will preside over such sessions and be responsible for communicating any concerns or conclusions expressed in these sessions to management.

3.8 Waivers of Business Code of Conduct. No waiver of violations of the Company's Business Code of Conduct will be granted without approval of the Audit Committee of the Board or full Board of Directors.

IV. Committees of the Board

4.1 Committees of the Board. The Board has established six standing committees: Executive Committee, Audit Committee, Compensation Committee, Governance and Nominating Committee, Finance Committee, and Safety, Technology and Environment Committee. The responsibilities of the Audit, Compensation, Governance and Nominating, Finance and Safety, Environment and Technology committees are set forth in written committee charters approved by the Board. The Company will comply with all NYSE and regulatory requirements concerning the membership of certain committees, including the requirements with respect to independence and financial expertise. The Governance and Nominating Committee shall annually review the committee structures of the Board and the membership of the various committees and make recommendations for any changes to the Board.

4.2 Lead Director. If the Chairman is an employee-director, the independent Directors will designate, and the Company will publicly disclose, the name of the independent Director who will serve as the Lead Director, in accordance with the requirements of the NYSE. The Lead Director's responsibilities shall include, among others as may be designated by the Board:

- Serving as Chairman of the Governance and Nominating Committee;
- Conferring with the Chairman on Board meeting agendas and meeting schedules;
- Calling and presiding over executive sessions of independent Directors and communicating feedback on executive session to the Chairman;
- Leading the annual performance reviews of the CEO and the Board;
- Ensuring that there is open communication between the Company's independent Directors and the Chairman and other management members; and
- Conferring with the Chairman on other issues of corporate importance, as appropriate.

4.3 Frequency, Length and Agenda of Committee Meetings. Each committee Chair, in consultation with the Chairman and management, will determine the frequency, length, and agenda for each meeting of his or her committee. The agenda and any background materials for committee meetings will be circulated in advance whenever practical. The committee Chairs will report to the full Board after each committee meeting.

4.4 Cross-Membership. The Chairperson of the Audit Committee will be a member of the Compensation Committee and the Chairperson of the Compensation Committee will be a member of the Audit Committee.

V. Board Functions

5.1 Formal evaluation of the Chief Executive Officer. The independent Directors of the Board are responsible for evaluating the performance of the CEO on an annual basis. This evaluation should be based on: (a) objective criteria including the CEO's performance against the CEO's annual work plan; (b) the performance of the business; and (c) other factors the independent Directors may deem relevant. The Lead Director will lead the evaluation process and communicate the results to the CEO. The evaluation will be used by the Compensation Committee in the course of its consideration of the compensation of the CEO.

5.2 Management Succession. The CEO should report to the Board on an annual basis regarding succession planning, including the CEO's recommendation as a successor should the CEO be unexpectedly no longer able to serve.

5.3 Approval of Major Strategies. The Board will review and approve the Company's one-year plan annually, as well as its long-term strategic plans and financial goals, and regularly monitor the Company's performance with respect to these plans and goals.

5.4 Board Assessment. The Governance and Nominating Committee is responsible for conducting an annual assessment of the Board's performance and reporting the results to the Board. This assessment will determine whether the Board and its committees are functioning effectively. The assessment should be of the Board's contribution as a whole and should specifically review areas in which the Board and/or management believe a better contribution should be made.

5.5 Communications with Stakeholders. The Chairman and CEO is responsible for establishing effective communications with the Company's stakeholders. It is the policy of the Board that management speaks for the Company.

5.6 Selection of Board Members. Subject to the ability of shareholders to nominate candidates for Director in accordance with the Company's By-Laws, or as otherwise may be required by applicable law, the Board as a whole is responsible for selecting candidates for Director. Recognizing that the contribution of the Board will depend not only on the character and capacities of the Directors taken individually but also on their collective strengths, the Board should be composed of Directors chosen with a view to bringing to the Board a variety of experience and background, including:

5.6.1 Directors who have substantial experience in the business community;

5.6.2 Directors who have substantial experience outside the business community such as public, academic or scientific experience;

5.6.3 Directors who will represent the balanced, best interests of the stakeholders as a whole rather than special interest groups or constituencies; and

5.6.4 A substantial majority of Directors who are independent.

The Governance and Nominating Committee, with the active involvement of the Chairman and the input of the Lead Director, is responsible for screening and recommending candidates for election to the Board.

5.7. In considering possible candidates for election as a Director, the Governance and Nominating Committee and the Board should be guided in general by the composition guidelines in section 5.6 above, and in particular, by the following:

5.7.1. The Governance and Nominating Committee will seek out candidates who represent the diverse perspectives of all people. Each Director should be chosen without regard to gender, race, religion, national origin or sexual orientation.

5.7.2. Each Director should demonstrate the attributes of the Company's core values: integrity, corporate responsibility, diversity, global involvement, innovation, and delivering superior results.

5.7.3. Each Director should be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of his or her responsibilities as a Director.

5.7.4. Each Director should possess substantial and significant experience that would be of particular importance to the Company in the performance of his or her duties as a Director.

5.7.5. Each Director should have sufficient time available to devote to the affairs of the Company in order to carry out his or her responsibilities as a Director.

5.7.6. Each Director should have the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency.

5.8 Responsibilities. Each Director should be able to commit the requisite time and attention necessary to fulfill the obligations of a Director, including preparation and attendance at regularly scheduled Board and committee meetings, as well as participation in other matters necessary for good corporate governance. It is the Board's policy that all Directors should attend in person all meetings of the Company's shareholders, other than in exigent circumstances.

5.9 Director Compensation. The Compensation Committee will be responsible for establishing the level of Directors' fees and other matters relating to the compensation of the members of the Board. It will periodically review Director compensation in comparison with similarly situated companies to ensure that such compensation is reasonable and competitive. Based on such comparison, the Compensation Committee may from time to time propose changes in Director compensation to the full Board for review and approval.

VI. Clawback Provision

The Board has determined that if any of the Company's financial statements are required to be materially restated resulting from the fraudulent actions of any officer, the Board may direct that the Company recover all or a portion of any award or any past or future compensation other than base salary from any such officer with respect to any year for which the Company's financial results are adversely affected by such restatement.

VII. Stock Option Policies

The Company may grant stock options from time to time to certain employees under the terms of its existing stock incentive plan and/or future benefit plans. The Board prohibits the repricing of "underwater" stock options (other than in connection with stock splits and similar dilutive events) and prohibits the backdating of stock options.

VIII. Stock Ownership Guidelines

The Board believes in the importance of requiring that all Directors and senior level officers beneficially own a sufficient amount of the Company's common stock so that their economic interests are aligned with those of the Company's shareholders. As a result, the Board shall establish guidelines for the expected level of beneficial ownership of the Company's common stock by all independent Directors and senior level management and from time to time will review these guidelines.

IX. Amendments and Waivers

The Board may amend, waive or repeal these Principles at any time, with or without public notice, as it determines necessary or appropriate, in its discretion.