



Prescribed by:

The Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee \$50.00

Expedite this Form: (Select One)

Mail Form to one of the Following:

☐ Yes PO Box 1390
 Columbus, OH 43216
 *** Requires an additional fee of \$100 ***

☒ No PO Box 1329
 Columbus, OH 43216

RECEIVED

MAR 05 2012

SECRETARY OF STATE

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit

☐ Amended
 (122-AMAP)

PLEASE READ INSTRUCTIONS

☐ Amendment
 (125-AMDS)

(2) Domestic Nonprofit

☒ Amended
 (126-AMAN)

☐ Amendment
 (128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation Parma Educational Foundation, Inc.Charter Number 2010500Name of Officer Nancy FedakTitle Trustee
☐ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☒ A meeting of the ☐ shareholders ☒ directors (*nonprofit only*)

☐ members was duly called and held on January 4, 2012
 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

☐ In a writing signed by all of the ☐ shareholders ☐ directors (*nonprofit amended articles only*)
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.



DATE: 03/09/2012	DOCUMENT ID 201206801136	DESCRIPTION DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	FILING 50.00	EXPED .00	PENALTY	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

NANCY ANNE FEDAK
7765 ARBOR WAY
PARMA, OH 44134

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2010500

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

PARMA CITY SCHOOLS FOUNDATION

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

201206801136



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 5th day of March, A.D.
2012.

Ohio Secretary of State

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: Parma City Schools Foundation

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

Parma

(city, village or township)

Cuyahoga

(county)

THIRD: The purposes of the corporation are as follows:

Attached

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED

Must be authenticated
(signed) by an authorized
representative

(See Instructions)

Nancy Fedak

Authorized Representative

Nancy Fedak

(Print Name)

7765 Arbor Way

Parma, Ohio 44134

3-1-2012

Date

Barbara Filipow

Authorized Representative

Barbara Filipow

(Print Name)

12660 Saylor Circle

N. Royalton, OH 44133

3-1-2012

Date

CERTIFICATE OF AMENDMENT

THIRD: PURPOSE

1) Parma City Schools Foundation (the "Corporation") is organized exclusively for charitable and educational purposes. Specifically, the Corporation is formed for the following purposes:

- a) To accept and expend funds in support of such curricular and extracurricular activities, programs and facilities of the public schools operated by the Board of Education of the Parma City School District as the Board of Trustees of the Corporation may from time to time determine, and to provide financial assistance to such graduates of said schools to assist in their pursuit of post-secondary education as the Board of Trustees of the Corporation may from time to time determine.
- b) To take and hold by bequest, devise, gift, purchase, or lease either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to amount or value; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income and principal of the Corporation for any of the purposes hereinbefore set forth.
- c) To do all things necessary or appropriate in order to accomplish the foregoing purposes.

The Corporation as part of its charitable purposes may also make distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

2) The assets of the Corporation are dedicated to the charitable purpose described in Paragraph 1) above.

3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and to make payments and distributions in furtherance of the purposes set forth in Paragraph 1) above. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Furthermore, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not permitted to be carried on by a corporation exempt from the federal income tax under Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

4) Upon dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.