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03/12/2013	201307100316	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00		.00	.00

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VICTOR J. FERGUSON
52 E GAY ST.-PO BOX 1008
COLUMBUS, OH 43216

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted**1581072**

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

HEALTHY NEW ALBANY, INC.

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

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

201307100316**Effective Date: 03/08/2013**

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 12th day of March, A.D.
2013.

Ohio Secretary of State



Form 541 Prescribed by:

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
 Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Bussserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
 P.O. Box 1329
 Columbus, OH 43216

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 time requires an additional \$100.00).
 P.O. Box 1390
 Columbus, OH 43216

Certificate of Amendment

(Nonprofit, Domestic Corporation)

Filing Fee: \$50

Check the appropriate box:

- ☐ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)
- ☒ Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation Charter Number
 RECEIVED
 SECRETARY OF STATE
 2013 MAR -8 PM 3:45
 CLIENT SERVICE DIVISION

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

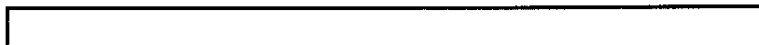
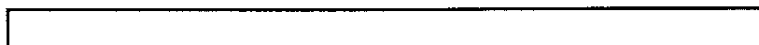
If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.



Signature


By (if applicable)
Philip Heit

Print Name

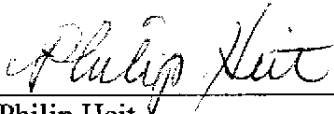

Signature
By (if applicable)
Print Name

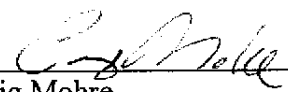
AN ACTION BY THE MEMBERS OF
HEALTHY NEW ALBANY, INC.
WITHOUT A MEETING

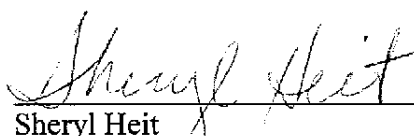
The undersigned, being all of the members¹ of Healthy New Albany, Inc. (the "Corporation"), an Ohio nonprofit corporation, hereby take the action expressed in the following resolution, adopted without a meeting:

RESOLVED, that the articles of incorporation attached hereto be and the same are hereby adopted to supersede and take the place of the existing articles of incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Corporation, hereby indicate in writing their approval of and consent to the foregoing action and resolution, adopted without a meeting, to be effective as of March 4, 2013.


Philip Heit


Craig Mohre


Sheryl Heit

¹ Section 1702.14 of the Ohio Revised Code provides in relevant part as follows: "[w]here neither the articles nor the regulations provide for members thereof as such, or where a corporation has in fact no members other than the directors, the directors shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the members of such corporation, and they shall have all the rights and privileges of members . . ." Accordingly, Philip Heit, Craig Mohre and Sheryl Heit, as the only three directors of the Corporation, are deemed to be its three members.

ARTICLES OF INCORPORATION

OF

HEALTHY NEW ALBANY, INC.

FIRST: The name of the Corporation shall be Healthy New Albany, Inc.

SECOND: The place in Ohio where the principal office of the Corporation is to be located is New Albany, Franklin County, Ohio.

THIRD: The purposes for which the Corporation is formed are exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"). In furtherance of these purposes, the specific purposes of the Corporation shall include, but shall not be limited to, promoting the health of the residents of New Albany, Ohio.

FOURTH: The Corporation is formed exclusively for purposes for which a corporation may be formed under the Ohio Nonprofit Corporation Law and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons or organizations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent provided in Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax as an organization described in Code Section 501(c)(3); or (b) by a corporation, contributions to which are deductible under Code Sections 170(c), 2055(a) and 2522(a).

FIFTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, testing for public safety, literary or scientific purposes or to foster national amateur sports competition or for the prevention of cruelty to children or animals as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3) and as an organization or

organizations described in Code Sections 170(c), 2055(a) and 2522(a) or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to one or more organizations which are organized and operated exclusively for such purposes, as said Court shall determine to best accomplish the exempt purposes of the Corporation.