



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/11/2013	201328301164	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00	.00	.00	.00

Receipt

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

ALLEN COUNTY VETERANS MEMORIAL
 DAVID E. PAXTON, SR.
 PO BOX 5134
 LIMA, OH 45802

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

1758359

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

ALLEN COUNTY VETERANS MEMORIAL FOUNDATION

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

Document(s)
DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):
201328301164

Effective Date: 10/08/2013



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 11th day of October, 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
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

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

Expedite Filing (Two-business day processing
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 (128-AMD)
- Amended and Restated Articles (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Charter Number

2013 OCT -8 AM 11:51

Check one box below:

- The articles are hereby amended by the **Members** pursuant to Ohio Revised Code section 1702.38 (C) or (D)
- The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1702.38(E). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided - this may be attached with the resolution

A copy of the resolution of amendment is 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).

Required

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

Signature

By (if applicable)

Print Name

Signature



By (if applicable)

Print Name

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.



ALLEN COUNTY VETERANS MEMORIAL FOUNDATION

An Ohio Non-Profit Corporation
Charter Number 1758359

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

At a meeting of the Board of Directors of the Allen County Veterans Memorial Foundation, which was duly called, and at which was present a quorum of the Directors of said organization, discussion was had with regards to amending and restating the articles of incorporation of said organization. After motion duly made and seconded, and after further discussion thereon, the following amended and restated articles were approved by a unanimous vote of the Board of Directors.

The undersigned, of whom are citizens of the United States, desiring to amend and restate the articles of incorporation of the Allen County Veterans Memorial Foundation, charter number 1758359 do hereby certify:

FIRST: NAME OF THE CORPORATION

The name of the corporation shall be the "Allen County Veterans Memorial Foundation"

SECOND: LOCATION OF THE CORPORATION

The place in Ohio where the principle office of the corporation is located is:
The township of Jackson and the county of Allen. Other office locations may be established in Allen County as appropriate to conduct the corporation's business.

THIRD: PURPOSE OF THE CORPORATION

The purpose for which the corporation is formed is to:

1. Construct and maintain war memorials in Allen County, Ohio to honor those members of the U.S. armed forces from Allen County, Ohio who have died in the service of our country.

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2. Perpetuate the memory of U.S. military veterans.
3. Do any and all acts and things necessary, proper or convenient to accomplish these purposes.

The construction of an Allen County War Memorial shall be our primary objective. Other veterans memorials may be constructed throughout Allen County, Ohio. Public events such as lectures, parades, memorial celebrations, and patriotic activities may be used to promote the purpose and goals of the corporation. The Allen County Veterans Memorial Foundation may use printed material, television, newspaper, radio and the internet to further its purpose. The corporation will conduct fund raisers, seek donations from individuals and corporations to construct and maintain the memorial(s).

The Allen County Veterans Memorial Foundation is a non-profit corporation organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to 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.

FOURTH: MEMBERSHIP OF THE CORPORATION

Membership in the Allen County Veterans Memorial Foundation shall consist of the Board of Trustees who shall serve as the Foundation's Board of Directors.

FIFTH: TRUSTEES

The Trustees of the corporation are:

David E. Paxton, Sr.

Kathleen G. Paxton

James S. Whited

Nicholas Thomas

SIXTH: EARNINGS OF THE CORPORATION

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 and to make payments and distributions in furtherance of the purposes set forth in Article First hereof. No substantial 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

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SEVENTH: DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Allen County Veterans Memorial Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all 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, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code. (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine, or shall be distributed to a state or local government, for a public purpose. Any 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 such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto subscribed our names on October 3, 2013

By: 

David E. Paxton, Sr.

By: 

James S. Whited

By: 

Nicholas Thomas

Now comes Kathleen G. Paxton, the duly elected secretary of this corporation certifying that the above is a true and correct copy of the amended and restated articles of incorporation as adopted by the membership of the Allen County Veterans Memorial Foundation at a duly called meeting that was held in accordance with the laws of the state of Ohio and the bylaws of this corporation on October 3, 2013.

IN WITNESS THEREOF, I have affixed my name as secretary of this corporation.

By: 

Kathleen G. Paxton, Recording Secretary