



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/02/2014	201418300970	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00	0.00

Receipt

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

VISION USA-THE OHIO VISION PROJECT, INC.
RICHARD CORNETT
250 E WILSON BRIDGE RD, STE 240
WORTHINGTON, OH 43085

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
757538

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

VISION USA - THE OHIO VISION PROJECT, INC.

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

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Effective Date: 07/02/2014

Document No(s):

201418300970



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
2nd day of July, A.D. 2014.

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 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 Vision USA - The Ohio Vision Project, Inc.

 Charter Number 757538
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.

 2014 JUN 24 AM 8:16
 2014 JUL -2 AM 11:32

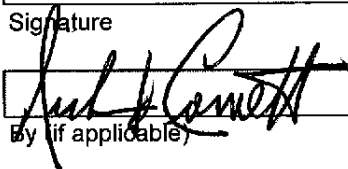
Required

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)

Richard Cornett

Print Name

Signature

By (if applicable)

Print Name

**ACTIONS IN WRITING BY THE MEMBERS
OF
VISION USA - THE OHIO VISION PROJECT, INC.**

EFFECTIVE MAY 28, 2014

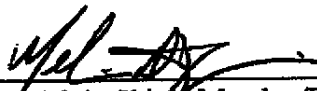
Pursuant to provisions of Section 1702.25 of the Ohio Revised Code, the undersigned, being all of the Members of **Vision USA - The Ohio Vision Project, Inc.**, an Ohio not-for-profit corporation (the "Corporation"), hereby take the following action without a meeting of the Corporation and adopt the following Amended and Restated Articles of Incorporation in accordance with Section 1072.38(D) of the Ohio Revised Code:

RESOLVED, that the Corporation's Amended and Restated Articles of Incorporation be, and hereby are, amended and restated in their entirety (*see* executed copy attached).

IN WITNESS WHEREOF, the undersigned have executed this action by the Members as of May 28, 2014 effective as of the date first set forth above.



Dr. Karen Riccio, Member



Dr. Melvin Shipp, Member/Director



Dr. Cheryl Archer, Member/Director

**AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
VISION USA - THE OHIO VISION PROJECT, INC.**

The undersigned, pursuant to Ohio Revised Code Sections 1702.38(D) and 1702.25, being all the Members and all the Directors of Vision USA – The Ohio Vision Project, Inc., a non-profit corporation under Chapter 1702 of the Ohio Revised Code, do hereby certify:

FIRST: The name of the corporation (the "Corporation") shall be Vision USA - The Ohio Vision Project, Inc.

SECOND: The place in Ohio where the principal office of the Corporation is to be located is the City of Columbus, County of Franklin, and State of Ohio.

THIRD: The purposes for which the Corporation is formed are as follows:

The Corporation is organized exclusively for charitable, religious, educational and scientific 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 of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue law). In particular and not inconsistent with the foregoing purposes, the Corporation shall:

(a) Encourage and promote a greater understanding and awareness by the general public of issues concerning vision care;

(b) Provide volunteer optometric services to individuals in Ohio, the United States and other areas of the world and among individuals who are unable to provide vision care for themselves or when clinical vision care is not available to them;

(c) Support educational scholarship and the development of professional skills and competency focused on patient center eye care; and

(d) Engage in any other lawful act or activity for which corporations may be formed under the Ohio Nonprofit Corporation Law (Chapter 1702 of the Ohio Revised Code), except that the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2522(a)(2) or 2522(b)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee or officer of the Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reasonable payments and distributions in furtherance of the

purposes set forth in this Article. 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.

FOURTH: The Corporation may have one or more classes of members and the manner of admission and the qualifications and rights of the members shall be set forth in the Regulations of the Corporation adopted in accordance with law. The organization of the classes of members of the Corporation shall reflect and promote the common interests of the members in achieving the purposes of the Corporation set forth in the Third Article of these Articles of Incorporation.

FIFTH: The business and affairs of the Corporation shall be managed by a Board of Directors. The number of directors, their terms of office, and their qualifications shall be fixed by the Regulations of the Corporation, provided that the number of directors shall not be less than three.

SIXTH: These Amended and Restated Articles supersede the existing Articles and all amendments thereto.

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, shall apply all of the assets of the Corporation exclusively towards carrying out the purposes of the Corporation set forth in the Third Article of these Articles of Incorporation 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 Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so applied shall be applied as directed 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, this 16TH day of JUNE, 2014.

Karen A. Riccio, MD
Dr. Karen Riccio, Member/Director

Cheryl Archer, MD
Dr. Cheryl Archer, Member/Director

Melvin Shipp
Dr. Melvin Shipp, Member/Director

**ACTIONS IN WRITING BY THE MEMBERS
OF
VISION USA—THE OHIO VISION PROJECT, INC.**

EFFECTIVE May 28, 2014

Pursuant to provisions of Section 1702.25 of the Ohio Revised Code, the undersigned, being all of the Members of **Vision USA - The Ohio Vision Project, Inc.**, an Ohio not-for-profit corporation (the "Corporation"), hereby take the following actions without a meeting of the Corporation and adopt the following resolutions:

RESOLUTION: ELECTION OF DIRECTORS

RESOLVED, that the Members hereby elect the following three (3) members and they are hereby elected as Directors of the Corporation to hold office for terms in accordance with the Code of Regulations of the Corporation:

Dr. Karen Riccio
Dr. Cheryl Archer
Richard Cornett

RESOLUTION: ELECTION OF OFFICERS

RESOLVED, that the following individuals be, and hereby are, elected Officers of this Corporation to begin serving immediately for a term in accordance with the Code of Regulations of the Corporation:

Karen Riccio	President/CEO
Cheryl Archer.....	Vice President
Richard Cornett.....	Secretary/Treasurer

RESOLUTION: BOOKS

RESOLVED, that the Secretary is hereby authorized and directed to obtain and preserve such books as are necessary and proper for the transaction of the business of this Corporation.

RESOLUTION: OPERATING EXPENSES

RESOLVED, that the President or Treasurer of this Corporation be, and hereby is, authorized to pay all charges and expenses incident to or arising out of the operations of this Corporation.

**RESOLUTION: DESIGNATION OF DEPOSITORY –
RENEWAL OF AUTHORITY**

RESOLVED, that the Treasurer, on behalf of the Corporation, is authorized to open any and all necessary accounts with such banking institutions as are required to conduct the affairs of the Corporation consistent with its Code of Regulations;

RESOLVED, that until the further order of the Board of Directors, any funds of this Corporation deposited in such banks in the general account are subject to withdrawal or charge at any time upon checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money when made, signed, drawn, accepted, or endorsed by the Treasurer, the President, or the Secretary;

RESOLVED, that the Secretary or any other officer of this Corporation is hereby authorized to certify to the banks the name of the present officers of the Corporation and other persons authorized to sign for it, and the offices respectively held by them, together with specimens of their signatures, and in case of change of any holder, or holders, of any such offices, the fact of such change, and the name of any new officers or persons in respect to whom they have received any such certificate or certificates with the same effect as if such officer or officers or persons were named in the foregoing resolutions in the place of any person or persons, with the same title or titles;

RESOLVED, that the Board of Directors does hereby adopt as the resolution of this Board of Directors the form of resolution or resolutions as such banks may require and the Secretary or any other officer of this Corporation is hereby authorized to certify as to the adoption at this meeting of such resolution or resolutions upon the form prescribed by such banks. The Secretary is hereby directed when such forms of resolution or resolutions, adopted by this Board as aforesaid, are made available, to annex the form thereto to the minutes of this meeting.

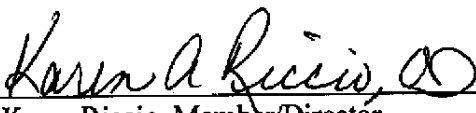
RESOLUTION: ADOPTION OF CODE OF REGULATIONS

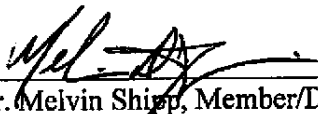
RESOLVED that the Members hereby adopt the Code of Regulations of Vision USA – The Ohio Project, Inc. for the governance of the Corporation and the conduct of its affairs.

**RESOLUTION: APPROVAL OF ACTIONS
OF OFFICERS AND DIRECTORS**

RESOLVED that all contracts, agreements, proceedings and acts of the Directors and Officers of the Corporation made, taken and/or done for and on behalf of the Corporation through the date hereof, including this meeting, be, and the same hereby are approved, ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this action by the Members as of May 28, 2014 effective as of the date first set forth above.


Dr. Karen Riccio, Member/Director


Dr. Melvin Shipp, Member/Director


Dr. Cheryl Archer, Member/Director