



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/18/2015	201532200762	DOMESTIC NONPROFIT CORP - ARTICLES (ARN)	99.00	0.00	0.00	0.00	0.00

Receipt

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

SQUIRES PATTON BOGGS (US) LLP
MICHAEL MEISSNER
4900 KEY TOWER, 127 PUBLIC SQUARE
CLEVELAND, OH 44114

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2446775

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

OHIO CHAMBER OF COMMERCE RESEARCH FOUNDATION

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

Document(s)

DOMESTIC NONPROFIT CORP - ARTICLES

Effective Date: 11/17/2015

Document No(s):

201532200762



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
18th day of November, A.D. 2015.

Ohio Secretary of State



Form 532B Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

 Toll Free: (877) SOS-FILE (877-767-3453)
 Central Ohio: (614) 466-3810

www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

 Regular Filing (non expedite)
 P.O. Box 670
 Columbus, OH 43216

 Expedite Filing (Two business day processing time,
 Requires an additional \$100.00)
 P.O. Box 1390
 Columbus, OH 43216

Initial Articles of Incorporation

(Nonprofit, Domestic Corporation)

Filing Fee: \$99
(114-ARN)
Form Must Be Typed

First:Name of Corporation **Second:**Location of Principal office
in Ohio

City

County

State

Effective Date
(Optional)

mm/dd/yyyy

 (The legal existence of the corporation begins upon
 the filing of the articles or on a later date specified
 that is not more than ninety days after filing)
Third:

Purpose for which corporation is formed

****Note for Nonprofit Corporations:** The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

****Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

ORIGINAL APPOINTMENT OF STATUTORY AGENT			
The undersigned, being at least a majority of the incorporators of		Ohio Chamber of Commerce Research Foundation	
hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is			
Andrew E. Doehrel			
Name			
230 E. Town Street			
Mailing Address			
Columbus		Ohio	43215
City		State	Zip Code
Must be signed by the Incorporators or a majority of the incorporators			
		Signature	
		Signature	
		Signature	
ACCEPTANCE OF APPOINTMENT			
The Undersigned,		, named herein as the	
Andrew E. Doehrel		Statutory Agent Name	
Statutory agent for		Ohio Chamber of Commerce Research Foundation, Inc.	
Corporation Name			
hereby acknowledges and accepts the appointment of statutory agent for said corporation.			
Statutory Agent Signature			
Individual Agent's Signature / Signature on behalf of Business Serving as Agent			

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

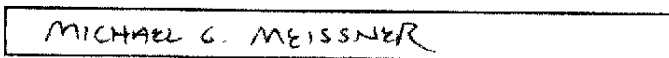
If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.



Signature



By



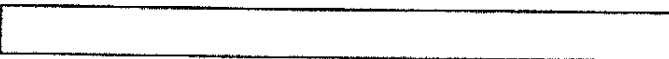
Print Name



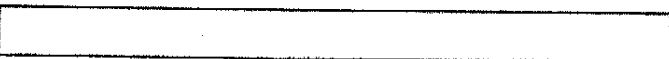
Signature



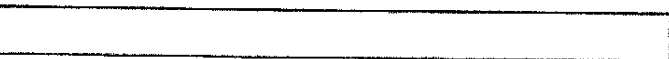
By



Print Name



Signature



By



Print Name

ARTICLE THIRD
PURPOSES

The Corporation is organized and shall at all times be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), including the sponsoring of research and studies on key public policy issues that may impact Ohio's economy and job creation. In furtherance thereof the Corporation shall be authorized to do all things necessary or appropriate in order to accomplish the foregoing.

The Corporation is intended to be a supporting organization to the Ohio Chamber of Commerce, which is a Section 501(c)(6) organization, and will operate as an affiliate of the Ohio Chamber of Commerce to the extent such operation is consistent with the requirements of Section 501(c)(3) of the Code.

Solely for the above purposes, the Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and dispose of any such property and to invest and reinvest the income and principal thereof; to deal with and expend the income and principal of the Corporation; to make gifts or contributions to other entities or persons; and to exercise all other rights and powers conferred by the laws of the State of Ohio upon corporations as are not inconsistent with the Corporation's status as an entity described in Code Section 501(c)(3).

ARTICLE FOURTH
CERTAIN RESTRICTIONS ON ACTIVITIES

The Corporation shall possess all power and authority permitted by law, except:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or any other private persons, except that the Corporation shall be authorized to pay reasonable amounts for goods and services provided and rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

(b) 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.

(c) If the Corporation is classified as a "private foundation" within the meaning of Section 509 of the Code:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, 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 Code or (B) by a

corporation described in Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(a), 2055(a)(2) and/or 2522(a)(2) of the Code.

ARTICLE FIFTH
DISSOLUTION

The Corporation may be dissolved by the Directors at a meeting held for the purpose of adopting a resolution of dissolution, upon the affirmative vote of three-fourths ($\frac{3}{4}$) of the Directors of the Corporation, or without a meeting by the written consent of all of the Directors of the Corporation. Upon the dissolution of the Corporation, all of the Corporation's property of every nature and description shall, after making provision for discharge of all the liabilities and obligations of the Corporation, be paid over and transferred as follows: (i) any assets held upon conditions requiring return, transfer or conveyance, which conditions shall have occurred by reason of dissolution or otherwise shall be returned, transferred or conveyed in accordance with such requirements, provided the return, transfer or conveyance is consistent with Section 501(c)(3) of the Code, (ii) any assets held in trust for specified purposes shall be applied so far as is feasible in accordance with the terms of the trust, as long as it is consistent with Section 501(c)(3) of the Code, and (iii) the remaining assets shall be paid over and transferred, exclusively for the purposes of the Corporation, to one or more organizations described in Section 501(c)(3) of the Code.