



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/14/2016	201631903546	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.

TAFT STETTINIUS & HOLLISTER
ATTN: ELIZABETH MCCARTHY
65 E STATE ST- SUITE 1000
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
3958734

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

OUR OHIO RENEWAL

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

Document(s)

DOMESTIC NONPROFIT CORP - ARTICLES

Effective Date: 11/09/2016

Document No(s):

201631903546



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
14th day of November, A.D. 2016.

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) 466-3910

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

Please check the box if this nonprofit corporation is being formed as one of the following:

- ☐ Special Improvement District (ORC 1710)
- ☐ Community Improvement Corporation (Economic Development or Land Reutilization) (ORC 1724)
- ☐ Community Development Corporation (ORC 1726)
- ☐ Community Redevelopment Corporation (ORC 1728)

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

 City

 State

 County

**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

See additional provisions attached.

****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.

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

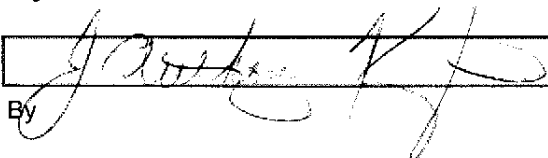
Articles and original appointment of agent must be signed by the incorporator(s).

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.

Taft Service Solutions Corp.

Signature

By 

J. Anthony Kingston, Assistant Secretary

Print Name

Signature

By

Print Name

Signature

By

Print Name

**ADDITIONAL PROVISIONS TO ARTICLES OF INCORPORATION OF
OUR OHIO RENEWAL**

FOURTH: PURPOSE FOR WHICH CORPORATION IS FORMED:

This Corporation is organized exclusively for the promotion of social welfare as contemplated by IRC Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future statute of like tenor or effect, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future statute of like tenor or effect, as well as the qualification of the Corporation for such status and purposes and specifically to wit:

- (1) Our Ohio Renewal seeks to promote the common good and general welfare of Ohio citizens by researching and communicating ways in which social, cultural and legal resources can be used to enhance economic opportunities, human development, and the common good of the community, and by identifying and cooperating with others who share these goals.
- (2) The organization will seek contributions from various donors and organizations with the goal to utilize toward expenditures for mailings and other outlets to educate the public.
- (3) Solicit, receive, hold and apply funds, gifts, bequests and endowments or the proceeds thereof for any of the purposes herein described and, in general, doing what may be required to effect and carry forward the purposes of this Corporation;
- (4) Purchase and maintain real and personal property therefore;
- (5) Receive, hold and disburse donations, bequests, and other funds for the purposes of said corporation, and to do all things necessary or incidental thereto;
- (6) Except as otherwise expressly provided in these Articles of Incorporation or the Bylaws of the Corporation, the Corporation, and its members, trustees and officers, shall have all the powers, protections and authority conferred upon non-profit corporations under Chapter 1702 of the Ohio Revised Code or any corresponding future legislation.

FIFTH: RESTRICTIONS

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 herein. 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)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

SIXTH: MEMBERS

The Corporation is organized on a non-stock basis only. There shall be no shareholders, but the members of the Board of Directors shall be the members of the Corporation for the purpose of conducting the business of the Corporation pursuant to Ohio law, as shall any other persons as determined by the Corporation's Code of Regulations.

SEVENTH: INDEMNIFICATION

- (1) The Corporation may indemnify or agree to indemnify any member, Director or person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a Director, officer, employee or agent of or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, Trustee, officer, employee, agent or volunteer of another Corporation, including a subsidiary of this Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any

criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

- (2) The Corporation may indemnify or agree to indemnify any member, Director or person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, Trustee, officer, employee, or agent or a volunteer of another Corporation, including a subsidiary of this Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that the court of common pleas, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper, and except that no indemnification shall be made with respect to any action or suit in which liability is asserted against a Director and that liability is asserted only pursuant to Section 1702.55 of the Ohio Revised Code or any future statute of like tenor or effect.
- (3) To the extent that a Director, Trustee, officer, employee, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections (1) and (2) of this article, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.
- (4) Any indemnification under sections (1) and (2) of this article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Trustee, officer, employee, agent or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in sections (1) and (2) of this article. Such determination shall be made (a) by a majority vote of a quorum consisting of Directors of the indemnifying Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a

quorum is not obtainable or if a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified within the past five years, or (c) by the members, or (d) by the court of common pleas or the court in which such action, suit or proceeding was brought. Any determination made by the disinterested Directors under section (4)(a) or by independent legal counsel under section (4)(b) of this article shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation under section (2) of this article, and within ten (10) days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

- (5) Expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in sections (1) and (2) of this article, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Directors in the specific case upon receipt of a written undertaking by or on behalf of the Director, Trustee, officer, employee, agent or volunteer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this article.
- (6) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles or the regulations or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a Director, Trustee, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- (7) The Corporation may, but is not required to, purchase and maintain insurance on behalf of any person who is or was a Trustee, Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, Trustee, officer, employee, agent or volunteer of another corporation, including a subsidiary of this Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this section.

- (8) As used in this section, reference to "the Corporation" includes all constituent corporations in a consolidation or merger and the new or surviving corporation, so that any person who is or was a Trustee, Director, officer, employee, agent or volunteer of such a constituent corporation, or is or was serving at the request of such constituent corporation as a Trustee, Director, officer, employee, agent or volunteer of another corporation, including a subsidiary of this Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise shall stand in the same position under this article with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

EIGHTH: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, 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, or political subdivision thereof, for public purposes. 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 exempt purposes.