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03/30/2017	201708804594	DOMESTIC NONPROFIT CORP - ARTICLES (ARN)	99.00	0.00	100.00	0.00	0.00

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BRICKER & ECKLER LLP  
CHRISTINA MILLER  
100 S. THIRD ST.  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jon Husted**  
4010936

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

**OHIO WORKS**

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

Document(s)

**DOMESTIC NONPROFIT CORP - ARTICLES**

Effective Date: 03/29/2017

Document No(s):

**201708804594**



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  
30th day of March, A.D. 2017.

*Jon Husted*

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  
bussevv@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 for the following purpose:

- Community Improvement Corporation (Economic Development or Land Reutilization) – Please see Ohio Revised Code Chapter 1724 or the instructions at the end of this form for more information.

RECEIVED  
SECRETARY OF STATE  
2017 MAR 29 AM 10:07  
CLIENT SERVICE CENTER

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

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**\*\*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

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

Name

Mailing Address

City

State

Zip Code

Must be signed by the  
incorporators or a  
majority of the  
incorporators

Signature

Signature

Signature

**ACCEPTANCE OF APPOINTMENT**

The Undersigned,

Statutory Agent Name

, named herein as the

Statutory agent for

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.

*Melissa McNulty*  
Signature

By

Melissa McNulty

Print Name

Signature

By

Print Name

Signature

By

Print Name

**ARTICLES OF INCORPORATION  
OF  
OHIO WORKS  
(the "Corporation")**

EXHIBIT A

THIRD:

PURPOSE

The purpose for which the Corporation is formed shall be:

To promote entrepreneurship, economic growth, and the development of twenty-first century jobs in Ohio for the common good and general welfare of all people residing within the state.

To operate exclusively for the promotion of social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the "Code").

To engage in any lawful act, activity or business not contrary to and for which a nonprofit corporation may be formed under the laws of the State of Ohio.

To have and exercise all powers, rights and privileges conferred by the laws of Ohio on nonprofit corporations, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wherever situated.

FOURTH:

RESTRICTIONS

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 person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation and to make distributions to its members as authorized by Chapter 1702 of the Ohio Revised Code, including any distribution upon dissolution of the Corporation.

Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income tax under section 501(c)(4) of the Code.

FIFTH:

MEMBERS

The Directors shall, for purposes of any statute or rule of law relating to this Corporation in particular, be taken to be the members of the Corporation and shall have all rights and privileges of members conferred by the laws of the State of Ohio.

SIXTH:  
BOARD OF DIRECTORS

The Corporation shall be controlled and managed under the direction of a Board of Directors ("Board").

SEVENTH:  
CERTAIN  
TRANSACTIONS

No person shall be disqualified from being a director of the Corporation because he or she is or may be a party to, and no director of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party.

No contract, action or other transaction shall be void or voidable for reason that any director or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in authorization of such contract, action or transaction, provided that:

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of directors at the time the contract, action or transaction is authorized and the directors or the members of the committee, in good faith reasonably justified by the facts, authorize the contract, action or transaction by at least a majority vote of the disinterested directors or disinterested members of the committee, even though such disinterested directors or members are less than a quorum; or

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the member at the time the contract, action or transaction is authorized and the member authorizes the contract, action or transaction; or the contract, action or transaction (i) is not less favorable to the Corporation than an arm's length contract, action or transaction in which no director or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

Any interested director may be counted in determining the presence of a quorum at any meeting of the Board or any committee thereof which authorizes the contract, action or transaction.

EIGHTH:  
DISSOLUTION

Upon the dissolution of the Corporation, any assets remaining shall be conveyed to any person or organization as shall be selected by the affirmative vote of a majority of the Board.

NINTH:  
AMENDMENT

Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board at any meeting at which a quorum is present; provided that such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.