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05/22/2018	201814102374	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

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KEATING MUETHING & KLEKAMP PLL
ONE EAST FOURTH STREET
SUITE 1400
CINCINNATI, OH 45202

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
139053

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

KENWOOD COUNTRY CLUB, INC.

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

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: **05/21/2018**

Document No(s):

201814102374



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
22nd day of May, A.D. 2018.

Ohio Secretary of State

Form 541 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

[For screen readers, follow instructions located at this path.](#)

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed

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

Charter Number

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.

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

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.

Brock Denton, Authorized Representative

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**ARTICLES OF INCORPORATION
OF
KENWOOD COUNTRY CLUB, Inc.**

A CORPORATION NOT FOR PROFIT

Amended and Restated May 17, 2018

KENWOOD COUNTRY CLUB, Inc., a corporation identified as corporation No. 139053 in the Office of the Secretary of the State of Ohio under the Articles of Incorporation dated November 12, 1929, pursuant to the corporation laws of the State of Ohio, and filed in the Office of the Secretary of the State of Ohio on November 12, 1929, adopts these Amended and Restated Articles of Incorporation to supersede all previous Articles of Incorporation and amendments thereto, and for such purpose certifies as follows:

- First: The said corporation shall continue as a Corporation NOT FOR PROFIT under R.C. 1702.01 et seq. of the General Corporation Act of Ohio and the Amendments thereto.
- Second: The name of said corporation shall be KENWOOD COUNTRY CLUB, INC.
- Third: The place in the State of Ohio where the principal office of the corporation is to be located is: 6501 Kenwood Road, City of Madeira, Hamilton County, Ohio.
- Fourth: The purposes for which said corporation is formed are:
Maintenance and operation of a golf and country club for the pleasure, recreation, and social activities of its members, with power and authority to buy, acquire, own, lease, mortgage, equip and maintain land and improvements thereon for the construction and operation of a golf course or courses, racquet courts, swimming pool, clubhouse, and incidental buildings, and to do such other thing or things necessary or incident to the maintenance and operation of a golf and country club, and for the doing of all other things necessary, incidental and/or proper to be done in carrying out to the fullest extent the purposes aforesaid; and for such other purpose or purposes for which natural persons lawfully may associate themselves as a corporation not for profit under the General Corporation Act of the State of Ohio.
- Fifth: The Board of Trustees shall consist of twelve members. Four trustees shall be elected each year to serve for three-year terms. No trustee may serve more than two consecutive terms.

Sixth: There shall be two classes of membership, “Regular” and “Limited”.

Regular Membership Regular members shall be those members in good standing who have paid any required initiation fee and have been admitted to membership pursuant to the Regulations and By-Laws prevailing at the time of their admission. Regular members shall be entitled to all privileges associated with membership; they shall have voting rights and shall have property rights in the assets of the Club equal to their one membership divided by the total number of Regular members on the date of dissolution. For purposes of the Distribution of assets during dissolution only, a Regular member shall be entitled to a distribution only if their required initiation fees, dues, capital and other charges have been paid in full.

Limited Membership Limited members shall be those members in good standing whose privileges are limited in some manner. They shall not vote and they shall not have property rights in the assets of the Club upon its dissolution.

Seventh: Without in any manner limiting any of the powers or authority conferred upon the Trustees by the General Corporation Act of Ohio and any amendments thereto, the Trustees shall have full power and authority, subject to the provisions of these Amended and Restated Articles of Incorporation, to create categories of either class of membership and abolish or discontinue any category of membership; to establish and limit privileges within categories of membership; to fix initiation fees, dues and other charges to be made to members and to guests, provided that the dues so fixed by the Board shall be limited to such amounts as may be reasonably necessary to fulfill the ordinary purposes of dues in the commonly accepted meaning of the term; and to promulgate such rules and regulations as to memberships, the qualification of members and the conduct of members and their guests and as to the property and facilities of the Club as the Trustees think advisable.

Eighth: The Corporation may lease, sell, exchange, transfer, or otherwise dispose of all of its assets only when the transaction is also authorized (either before or after authorization by the Trustees) by the Regular members of the Club by the affirmative vote in writing of two thirds of such Regular members.