DOC ID ----> 201900902494

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/10/2019	201900902494	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

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

LEIGHT MURRAY
515 FOURTH STREET
MARIETTA, OH 45750

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

4195649

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

CIVIL WAR ROUND TABLE OF THE MID-OHIO VALLEY

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

Document(s)

AMENDED/RESTATED ARTICLES

Document No(s):

201900902494

Effective Date: 01/07/2019

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 10th day of January, A.D. 2019.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201900902494

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.

2019 JAN -7 PM 2:00

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: CIVIL WAR ROUND TABLE OF THE MID-OHIO VALLEY

Charter Number: 4195649

A copy of the resolution of amendment must be attached to this document.

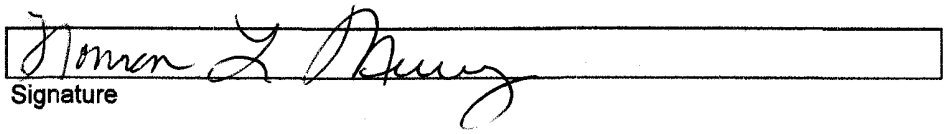
Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

DOC ID ----> 201900902494

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).



Signature

Norman L Murray, Secretary

By (if applicable)

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

Print Name

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)

Print Name

DOC ID ----> 201900902494

Certificate of Consent to Action Following Meeting of the Board of Directors

Certificate of Written Consent Following a Meeting of the Board of Directors of the Civil War Round Table of the Mid-Ohio Valley on the 3rd day of December, 2018.

The Secretary of the Corporation Certifies that the Civil War Round Table of the Mid-Ohio Valley is a corporation duly organized and operated within the laws of the State of Ohio.

IT WAS RESOLVED THAT:

1. Amended Articles of Incorporation as proposed and unanimously accepted by the Board of Directors on December 3, 2018, shall be filed with the Secretary of State of Ohio in accordance with Ohio law.
2. Any director or officer of the Corporation is authorized to sign all documents and perform such acts as may be necessary or desirable to give effect to the above resolution.
3. The Secretary of the Corporation is directed to update the minute book of the Corporation as appropriate.
4. This resolution may be executed in counterparts. Facsimile or scanned are binding and considered to be original documents.

In witness whereof, I have duly executed this certificate on the 27th day of December 2018.

Norman L. Murray, Secretary

I, Scott A. Britton, Director, of the Corporation, do certify that Norman L. Murray is the duly appointed Secretary of the Corporation. I also certify that any signatures set out above are the correct signatures of the persons. I further certify that I have executed this resolution for the purpose stated above for and on behalf of the Corporation.

In witness whereof, I have duly executed this certification on the 27th day of December, 2018.

Scott A. Britton, Director

DOC ID ----> 201900902494

Civil War Round Table of the Mid-Ohio Valley
Articles of Incorporation
December 1, 2018

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Ohio do hereby certify:

ARTICLE I – NAME, LOCATION AND PURPOSE

Section 1.1 The name of the corporation shall be Civil War Round Table of the Mid-Ohio Valley.

Section 1.2 The place in this state where the principal office of the corporation is to be located in the City of Marietta, Washington County, Ohio.

Section 1.3 The purpose of the corporation is to educate, commemorate and encourage public interest in the American Civil War.

Section 1.4 The corporation is organized exclusively for charitable, 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, or the corresponding section of any future federal tax code.

ARTICLE II – MISSION

Section 2.1 Our mission will be accomplished through, but shall not be limited to, the following activities: regular meetings with education programs that feature recognized experts on all subjects related to the Civil War period; field trips to sites relevant to all American history and, primarily, to the American Civil War; historical marker projects dedicated to honor the sacrifices made by patriots from throughout the Southeastern Ohio and Northern West Virginia region to both causes in the Civil War; and, support for other education activities relevant to the Civil War.

ARTICLE III - OFFICERS AND DUTIES

Section 3.1 The organization shall have a Leadership Committee and the following elected officers: President, Vice-President, Treasurer, Secretary, and Sergeant-At-Arms.

Section 3.2 President: The President shall be elected for a term of one year or until a successor is elected. It shall be his or her duty to preside at all meetings of the organization and the Board of Directors, and shall, with the authorization of the Board of Directors, appoint the chairpersons and members of all committees. Upon the election of a new President, the immediate past President will serve one year on the Leadership Committee.

Section 3.3 Vice-President: The Vice-President shall be elected for a term of one year or until a successor is elected. In the absence of the President, the First Vice-President shall perform the duties of the President and any special duties assigned by the President.

DOC ID ----> 201900902494

Section 3.4 Treasurer: The Treasurer shall be elected for a term of one year or until a successor is elected. The Treasurer shall keep a record of all financial transactions, receipts and disbursements, collect all dues and assessments, and make payments therefrom for all expenses approved by the Leadership Committee. The Treasurer shall present a semi-annual financial report to the Leadership Committee and an annual financial report to the organization's general membership.

Section 3.5 Secretary: The Secretary shall be elected for a term of one year or until a successor is elected. The Recording Secretary shall keep complete and accurate minutes of the organization and the Leadership Committee.

Section 3.6 Sergeant-At-Arms: The Sergeant-At-Arms shall be elected for a term of one year or until a successor is elected. The Sergeant-At-Arms shall keep order during meetings, remove any members or guests who are disruptive, and support the administrative duties of the organization as required.

ARTICLE IV – LEADERSHIP COMMITTEE

Section 4.1 The Leadership Committee shall consist of the elected officers, the immediate past President, and two elected members of the organization.

Section 4.2 The two elected members of the Leadership Committee shall be elected for a term of one year or until their successors are elected.

Section 4.3. The Leadership Committee shall meet at the call of the President, or upon a call of the majority of the Leadership Committee. A majority of the members shall constitute a quorum for the transaction of business. It shall arrange all meetings of the organization, approve all financial transactions, act upon all proposals for membership, and perform all other acts necessary for the preservation, prestige, and well-being of the organization.

ACTICLE V – NOMINATIONS AND ELECTIONS

Section 5.1 The Leadership Committee shall appoint a nominating committee, whose duty shall be to submit nominations for officers, including the Executive Committee, prior to the election meeting.

Section 5.2 In addition to the nominees presented by the nominating committee, nominations for all officers and Leadership Committee members may be made from the floor.

Section 5.3 Election shall be held at the January meeting of each year and the officers, and the Leadership Committee, shall take office at the following meeting.

Section 5.4 Active members present at the regular meeting of the membership shall constitute a quorum and a majority vote of the active membership shall govern.

DOC ID ----> 201900902494

ARTICLE VI – SPECIAL COMMITTEES

Section 6.1. Special committees appointed by the President shall function until cessation of his term of office or until relieved by him. Members of the special committees may be appointed from the general membership.

ARTICLE VII – FISCAL YEAR

Section 7.1. The fiscal year shall begin on January 1 and conclude on December 31.

ARTICLE VIII – MEMBERSHIP AND DUES

Section 8.1 Membership in this organization shall be open to all interested persons without consideration for age, sexual orientation, or race.

Section 8.2 The membership shall include the following classes of members:

a. Active members shall include all persons whose dues are paid for the current fiscal year.
b. Honorary life members may be conferred upon such persons rendering services in behalf of the organization upon their approval by a majority of the Leadership Committee. Honorary Life Members shall pay no dues but shall otherwise enjoy the full benefits and privileges of membership.
c. Associate members may be conferred upon such persons who have formerly been active members and who, because of circumstances beyond their control, can no longer be active members. Associate membership may be conferred by a majority vote of the Leadership Committee.

Section 8.3 Annual dues for active and associate members shall be set by action of the Leadership Committee and shall be based on 12-months payable on a calendar year basis.

Section 8.4 A member may be expelled from the membership for any one of the following reasons:

a. Non-payment of dues.
b. Conduct detrimental to the prestige and general welfare of the organization as determined by a majority vote of the Leadership Committee.

DOC ID ----> 201900902494

Civil War Round Table of the Mid-Ohio Valley
Articles of Incorporation

ARTICLE IX – POLICIES AND PROCEDURES

Section 9.1 The Leadership Committee shall determine all policies and procedures of the organization.

Section 9.2 Roberts Rules of Order shall govern at all meetings either of the organization or the Leadership Committee, although it shall be the intention that the meetings be as informal as proper decorum permits.

ARTICLE X – PROHIBITIONS

Section 10.1 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 or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1, Section 3 hereof. 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. Notwithstanding any other provisions of these articles, this 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE XI – AMENDMENTS

Section 11.1. This constitution and by-laws may be amended or substituted for its entirety by a two-thirds majority vote of all active members present at any meeting provided that written notice of the proposed changes have been furnished to the membership at least two weeks in advance of the meeting at which the changes are to be acted upon.

ARTICLE XII – DISSOLUTION

Section 12.1 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, federal government, or to a state or local government, for a public purpose. First consideration for distribution of any assets will include Benjamin Fearing Camp No. 2, Sons of Union Veterans; Local Daughters of Union Veterans, Tent; Sons of Union Veterans, Ohio Chapter; and, Marietta Community Foundation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

DOC ID ----> 201900902494

Civil War Round Table of the Mid-Ohio Valley
Articles of Incorporation

In whitness hereof, we have hereunto subscribed our names on this 3rd day of December, 2018.

Signature: _____, Jerrie L. Berentz, 107 Robson Road, Marietta OH 45750

Signature: _____, Scott A. Britton, 209 Washington Street, Marietta OH 45750

Signature: _____, Eric Little, 1911 20th Street, Parkersburg WV 26101

Signature: _____, Norman L Murray, 515 4th Street, Marietta OH 45750

Signature: _____, David A. White, 112 N 7th Street, Marietta OH 45750