



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
06/10/2021	202116004050	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

Receipt

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

MANCHESTER NEWMAN & BENNETT
201 E. COMMERCE ST
LEVEL TWO
YOUNGSTOWN, OH 44503

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
354123

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

YOUNGSTOWN STATE UNIVERSITY FOUNDATION

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

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 06/09/2021

Document No(s):

202116004050



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 June, A.D. 2021.

Ohio Secretary of State

Form 541 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.govFile online or for more information: OhioBusinessCentral.gov

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 YOUNGSTOWN STATE UNIVERSITY FOUNDATION

Charter Number 354123

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.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
YOUNGSTOWN STATE UNIVERSITY FOUNDATION

(_____ May 10, _____, 2021)

RESOLVED that the Articles of Incorporation of the Youngstown State University Foundation and any prior amendments thereto are hereby deleted in their entirety and replaced with the following Amended and Restated Articles of Incorporation of the Youngstown State University Foundation:

FIRST: The name of the Corporation shall be the **Youngstown State University Foundation**.

SECOND: The principal office of the Corporation is in the City of Youngstown, Mahoning County, Ohio.

THIRD: The Corporation is organized exclusively for charitable, religious, educational , literary 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 of 1986, as amended from time to time, and the regulations thereunder as well as for the following purposes:

- (a) To accept by gift, devise, bequest or otherwise property of every kind and description, without limit as to amount, including acceptance of gifts to be used for specified purposes provided such specified purposes are within the limitations set forth in these Articles of Incorporation with respect to the charitable, religious, educational, literary and scientific purposes of this Corporation;
- b) To provide support for the general educational needs of Youngstown State University so long as it remains an educational organization as described in Section 170(b)(1)(A)(ii) of the Internal Revenue Code of 1954. "Support for the general educational needs" of Youngstown State University shall include, without

limitation of the generality thereof: assistance to students, faculty and staff, real estate and facilities, student scholarships and loans, faculty betterment and assistance in the revision, development and improvement of the academic curriculum, athletic programs and other functions and facilities related to educational activities.

(c) To purchase, take on lease or otherwise hold, invest, reinvest, use, mortgage, pledge, lease, exchange, sell, assign, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of ownership;

(d). To do every other act suitable and proper in the accomplishment of the purposes of this Corporation, either alone or in association with other organizations, corporations or individuals, provided such act is not inconsistent with these Articles of Incorporation or the laws under which this Corporation is organized.

(e) Generally to engage in any lawful act or activities or combination of acts or activities for which non-profit corporations may be formed under Chapter 1702 et seq. of the Ohio Revised Code, as may be amended from time to time, or which are otherwise conferred or may be conferred under the laws of the State of Ohio.

“FOURTH”:

a) It is intended that this Corporation shall have the status of a corporation which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal

Revenue Code of 1954, and which is other than a private foundation within the meaning of Section 509(a) of such Code, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

b) Any reference in these Articles to a provision of the Internal Revenue Code of 1954 shall be interpreted to include the corresponding provision of any future United States Internal Revenue law.

"FIFTH": No part of the net earnings of the Corporation shall inure, directly or indirectly, to the benefit of, or be distributable to, the Corporation's members, trustees, officers or employees, 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 in Article THIRD hereof.

"SIXTH": Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated for educational, literary, charitable or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the comparable provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of 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 such purposes.

“SEVENTH”: The members of the Corporation shall be those persons who, from time to time, shall be serving as Trustees of the Corporation, and the Trustees shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the members of such corporation, and they shall have all of the rights and privileges of members.

CERTIFIED RESOLUTION
OF BOARD OF TRUSTEES OF
YOUNGSTOWN STATE UNIVERSITY FOUNDATION, INC.

Mary Beth Houser, Secretary of Youngstown State University Foundation, Inc., states the following is a true and accurate copy of resolutions duly adopted at a meeting of the board of trustees held on May 10, 2021:

RESOLVED: To adopt the Amended and Restated Articles of Incorporation of the Youngstown State University Foundation attached hereto; and Resolved further: to direct the Secretary of the Foundation file the Amended and Restated Articles of Incorporation with the Secretary of the State of Ohio.

Dated: May 19, 2021

Mary Beth Houser
Mary Beth Houser, Secretary