DOC ID ----> 202125002034

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
09/09/2021	202125002034	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

Receipt

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

FROST BROWN TODD LLC
3300 GREAT AMERICAN TOWER
301 EAST FOURTH STREET
CINCINNATI, OH 45202

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

4560240

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

SERENELLI PROJECT, INC.

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

Document(s)	Document No(s):
AMENDED/RESTATED ARTICLES	**202125002034**

Effective Date: 09/07/2021

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 9th day of September, A.D. 2021.

Ohio Secretary of State

Form 541 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File 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	SERENELLI PROJECT, INC.
Charter Number	4560240

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).

/s/ Martin J. Arlinghaus
Signature

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.

Martin J. Arlinghaus, President
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

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RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
SERENELLI PROJECT, INC.

1. Adopting Amended and Restated Articles of Incorporation

RESOLVED, that the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A, formatted to comply with the Ohio Secretary of State's requirements, are hereby approved and adopted, and supersede all prior Articles of Incorporation and all amendments thereto.

RESOLVED FURTHER, that any officer of the Corporation is authorized, in the name of and on behalf of the Corporation, to take all action, make such filings and to execute all agreements, instruments and other documents, in such form and as each of such officer(s) considers necessary or desirable to effectuate the foregoing resolutions and to carry out the purposes thereof; the taking of any such action and execution of any such agreement, instrument or document to be conclusive evidence of the due authorization thereof by the Board of the Corporation.

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EXHIBIT A

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
SERENELLI PROJECT, INC.

FIRST: Name of Corporation. Serenelli Project, Inc.

SECOND: Location of Principal Office in Ohio. Cincinnati, Hamilton County, Ohio.

THIRD: Purpose for which corporation is formed. The Corporation is organized and shall be operated exclusively for religious, charitable, education and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). More specifically, the Corporation's activities shall include: (i) creating a Catholic community for people with criminal records; and (ii) whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out the purposes of this Article THIRD, including the exercise of all other authority under the Ohio Nonprofit Corporation Law. Notwithstanding any other provision of these Articles of Incorporation, the Corporation's purposes shall be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Code.

FOURTH: Restrictions on Activities. The Corporation is not formed for the pecuniary gain or profit of, and 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; provided that the Corporation may pay reasonable compensation for services rendered, make payments and distributions in furtherance of its purposes, and distribute its assets on dissolution in accordance with these articles. No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation described in 501(c)(3) and exempt from taxation under Section 501(a) of the Code, or by Corporation contributions to which are deductible under Section 170(c) of the Code.

FIFTH: Dissolution. In the event of a dissolution, and after the payment of all duly owing debts and obligations of the Corporation, any remaining assets of the Corporation shall be distributed as the Directors may determine to one or more organizations exempt under Section 501(c)(3) of the Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government for a public purpose. 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 such Court shall determine which are organized and operated exclusively for such purposes.

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SIXTH: Statutory Agent. The corporation hereby appoints the following to serve as 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:

Martin J. Arlinghaus
8345 Curzon Avenue
Cincinnati, OH 45216.

SERENELLI PROJECT, INC.

By: /s/ Martin J. Arlinghaus
Martin J. Arlinghaus, President

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