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DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
02/23/2022	202205301154	AMENDMENT TO ARTICLES (AMD)	50.00	0.00	0.00	0.00

Receipt

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

ROHRBACHER, CRON, MANAHAN, TRIMBLE & ZIMMERMAN CO., L.P.A.
405 MADISON AVE., 8TH FLOOR
TOLEDO, OH 43604

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

4788767

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

CORPSMAN MAXTON W. SOVIAK MEMORIAL FOUNDATION

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

Document(s)	Document No(s):
AMENDMENT TO ARTICLES	**202205301154**

Effective Date: 02/22/2022

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 23rd day of February, A.D. 2022.

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	HM3 MAXTON SOVIAK MEMORIAL FOUNDATION
Charter Number	4788767

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.

Rachel Soviak
Signature

By (if applicable)

Print Name

Kip Soviak
Signature

By (if applicable)

Print Name

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CONSENT TO ACTION TAKEN
BY THE INCORPORATORS OF
HM3 MAXTON SOVIAK MEMORIAL FOUNDATION
IN LIEU OF SPECIAL MEETING

The undersigned, being the sole Incorporators of HM3 Maxton Soviak Memorial Foundation ("Company"), and the only person entitled to notice of, to attend, and to vote at Special Meeting of the Company, hereby consents and agrees that the following actions may be taken, and resolutions adopted, pursuant to §1702.54, Ohio Revised Code:

RESOLVED, that the Articles of Incorporation of the Company ("Articles"), originally filed with the Ohio Secretary of State on December 16, 2021, be, and they hereby are, amended in the following respects:

1. Article First shall be amended and restated in its entirety to read as follows: The name of said corporation shall be Corpsman Maxton W. Soviak Memorial Foundation; and

2. The Articles shall be amended by adding thereto those provisions of Articles Fourth through Twelfth, inclusive, a true and accurate copy of which is attached hereto.

RESOLVED, FURTHER, that, except as set forth above, the other provisions of the Articles of the Company are hereby ratified and confirmed in their entirety.

Dated at Berlin Heights, Erie County, Ohio this 15 day of February, 2021.

Kip Soviak, Incorporator

Rachel Soviak, Incorporator

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ADDITIONAL PROVISIONS

TO

ARTICLES OF INCORPORATION

OF

CORPSMAN MAXTON W. SOVIAK MEMORIAL FOUNDATION

The following provisions are adopted, and incorporated into, the Articles of Incorporation for Corpsman Maxton W. Soviak Memorial Foundation:

FOURTH: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes directed to develop, implement, maintain and support programs and facilities for those purposes set forth in Article THIRD hereof. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Ohio upon nonprofit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's donors, members, directors, trustees, officers or private individuals, but 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: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code, of 1986, as amended ("Code") as an organization described in Section 50l(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 501(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 50l(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SEVENTH: The Members of the Corporation shall be such persons, firms, corporations, partnerships, associations, trusts or other legal entity or any combination thereof who wish to be a part of the Corporation. Other membership requirements may be set forth in the By-Laws of the Corporation as adopted and/or hereafter modified.

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EIGHTH: Except as otherwise required by law, these Articles, or the By-Laws, the affairs of the Corporation shall be managed by a Board of Directors, which shall have the authority to adopt and/or amend a By-Laws, by-laws, and/or rules and regulations governing the operation of the Corporation and the execution of the purposes for which it is formed.

Any Director, officer or member of the Corporation may deal or contract with the Corporation as a vendor, purchaser, employee, agent or otherwise. No transaction shall be voidable or invalidated by reason of any relationship of any Director, officer or member with any other party to the transaction, provided the existence of such relationship shall be disclosed to or known by the Director present at any meeting at which action on such transaction shall be taken.

No Director, officer or member shall be accountable to the Corporation for any gains or profits realized in or by reason of any transaction with the Corporation solely for the reason that such Director, officer or member or any person or entity directly or indirectly related to such Director, officer or member, is interested in such transactions.

An interested Director may be counted in determining a quorum at any meeting of the Board of Director which shall take action with respect to any transaction referred to in the two preceding paragraphs and may vote on any such transaction with like force and effect as if he were not interested in such transaction.

NINTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation in such manner and to such organizations or organizations which are organized and operated for purposes similar to those of the Corporation as the Board of Trustees shall determine. Any of such assets not so distributed shall be distributed by the Common Pleas Court in the county in which the principal office of the Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said Court shall determine.

TENTH: All references in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ELEVENTH: (A) The Corporation agrees to indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a trustee, officer, employee, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in our not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. The termination

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of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his conduct was unlawful.

(B) The Corporation agrees to indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he is or was a trustee, director, officer, employee, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any of the following:

(1) Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court of common pleas or such other court considers proper;

(2) Any action or suit in which liability is asserted against a trustee and that liability is asserted only pursuant to Section 1702.55 of the Ohio Revised Code.

(C) To the extent that a trustee, director, officer, employee, agent, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (A) or (B), or in defense of any claim, issue, or matter in such an action, suit, or proceeding, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection with that action, suit, or proceeding.

(D) Unless ordered by a court and subject to paragraph (C), any indemnification under paragraphs (A) or (B) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the trustee, director, officer, employee, agent, or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (A) or (B). Such determination shall be made in any of the following manners:

(1) By a majority vote of quorum consisting of Directors of the indemnifying corporation who were not and are not parties to or threatened with the action, suit, or proceeding referred to in paragraphs (A) or (B);

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(2) Whether or not a quorum as described in paragraph (D)(l) is obtainable, and if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five years;

(3) By the Members;

(4) By the court of common pleas or the court in which the action, suit, or proceeding referred to in paragraphs (A) or (B) was brought.

If any action or suit by or in the right of the Corporation is involved, any determination made by the disinterested Directors under paragraph (D)(l) or by independent legal counsel under paragraph (D)(2) shall be communicated promptly to the person who threatened or brought the action or suit under paragraph (B) and, within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

(E) (l)(a) Unless, at the time of a director's or volunteer's act or omission that is the subject of an action, suit, or proceeding referred to in paragraphs (A) or (B), the articles or regulations of the Corporation state, by specific reference to Section 1702.12(E) of the Ohio Revised Code, that its provisions do not apply to the Corporation, or unless the only liability asserted against a director in an action, suit, or proceeding referred to in paragraphs (A) or (B) is pursuant to Section 1702.55 of the Ohio Revised Code, or unless paragraph (E)(l)(b) applies, the expenses incurred by the director or volunteer in defending the action, suit, or proceeding, including attorney's fees, shall be paid by the Corporation. Upon the request of the director or volunteer and in accordance with paragraph (E)(2), those expenses shall be paid as they are incurred, in advance of the final disposition of the action, suit, or proceeding.

(l)(b) Notwithstanding paragraph (E)(l)(a), the expenses incurred by a director or volunteer in defending an action, suit, or proceeding referred to in paragraph (A) or (B), including attorney's fees, shall not be paid by the Corporation upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to the Corporation by the director or volunteer, if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the trustee or volunteer was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation.

(2) Expenses, including attorney's fees, incurred by a trustee, director, officer, employee, agent, or volunteer in defending any action, suit, or proceeding referred to in paragraph (A) or (B) may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Directors in the specific case, upon receipt of an undertaking by or on behalf

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of the trustee, director, officer, employee, agent, or volunteer to repay the amount if it ultimately is determined that he is not entitled to be indemnified by the Corporation.

(F) The indemnification authorized by this Article ELEVENTH is not exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the articles, the regulations, any agreement, a vote of members or disinterested Director, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their office or positions, and shall continue as to a person who has ceased to be a trustee, director, officer, employee, agent, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(G) The Corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a trustee, director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit or a partnership joint venture asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against that liability under, this section. Insurance may be so purchased from or so maintained with a person in which the corporation has a financial interest.

(H) The authority of the Corporation to indemnify persons pursuant to paragraphs (A) or (B) does not limit the payment of expenses as they are incurred, in advance of the final disposition of an action, suit, or proceeding, pursuant to paragraph (E) or the payment of indemnification, insurance, or other protection that may be provided pursuant to paragraphs (F) or (G). Paragraphs (A) and (B) do not create any obligation to repay or return payments made by the Corporation pursuant to paragraphs (E), (F) or (G).

(I) As used in Article ELEVENTH, "Corporation" includes all constituent corporations in a consolidation or merger, and the new or surviving corporation, so that any person who is or was a trustee, officer, employee, agent, or volunteer of a constituent corporation or is or was serving at the request of a constituent corporation as a trustee, director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise, shall stand in the same position under this section with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

TWELFTH: The Corporation may enter into contracts with any person, including any Director or officer of the Corporation, for the performance of any of the powers, duties or functions of the Corporation.