



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/02/2025	202533603880	DOMESTIC NONPROFIT CORP - ARTICLES (ARN)	99.00	300.00	0.00	0.00

Receipt

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

CUYAHOGA COUNTY PUBLIC LIBRARY FOUNDATION
2111 SNOW ROAD
PARMA, OH 44134

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
5514237

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CUYAHOGA COUNTY PUBLIC LIBRARY FOUNDATION

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

Document(s)

DOMESTIC NONPROFIT CORP - ARTICLES

Effective Date: 12/02/2025

Document No(s):

202533603880



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
2nd day of December, A.D. 2025.

Ohio Secretary of State

Form 532B Prescribed by:



Date Electronically Filed: 12/2/2025

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

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

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: \$99
(114-ARN)
Form Must Be Typed

First: Name of Corporation

Second: Location of Principal Office in Ohio

City

State

County

Optional: Effective Date (MM/DD/YYYY)

(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Third: Purpose for which corporation is formed

To operate exclusively for the benefit of the Cuyahoga County Public Library (CCPL).

To operate for charitable, educational, scientific and literary purposes of advancing the long-range goals, objectives and priorities of the CCPL as established by the Board of Trustees of the CCPL, and to receive, hold, invest and administer property, and to make expenditures to or for the exclusive benefit of the CCPL as identified and selected from priorities established by the Board of Trustees of the CCP

**** Note:** for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. ******

**** Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. ******

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

CUYAHOGA COUNTY PUBLIC LIBRARY FOUNDATION

(Name of Corporation)

hereby appoint the following to be 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:

WILLIAM RUSSO

(Name of Statutory Agent)

32200 ARTHUR RD

(Mailing Address)

OLON

(Mailing City)

OH

(Mailing State)

441394532

(Mailing ZIP Code)

Must be signed by
the incorporators or
a majority of the
incorporators.

WILLIAM RUSSO

(Signature)

(Signature)

(Signature)

Acceptance of Appointment

The Undersigned,

WILLIAM RUSSO

(Name of Statutory Agent)

, named herein as the

Statutory agent for

CUYAHOGA COUNTY PUBLIC LIBRARY FOUNDATION

(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

WILLIAM RUSSO

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

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

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

ARTICLES OF INCORPORATION
OF
CUYAHOGA COUNTY PUBLIC LIBRARY FOUNDATION

1. NAME The name of the Corporation shall be Cuyahoga County Public Library Foundation.

2. PLACE OF OFFICE The place in Ohio where the principal office of the Corporation is to be located shall be the City of Parma (Cuyahoga County).

3. PURPOSE The purposes for which the Corporation is formed shall be:

To operate exclusively for the benefit of the Cuyahoga County Public Library.

To operate for charitable, educational, scientific and literary purposes of advancing the long-range goals, objectives and priorities of the Cuyahoga County Public Library as established by the Board of Trustees of the Cuyahoga County Public Library, and to receive, hold, invest and administer property, and to make expenditures to or for the exclusive benefit of the Cuyahoga County Public Library as identified and selected from priorities established by the Board of Trustees of the Cuyahoga County Public Library.

To engage in any lawful act, activity or business not contrary to and for which a charitable nonprofit corporation may be formed under Chapter 1702 of the laws of the State of Ohio, and to have and exercise all powers conferred by the laws of the State of Ohio on nonprofit corporations.

4. RESTRICTIONS No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation as authorized by Chapter 1702 of the Ohio Revised Code. No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the "Code"). 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 provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts to which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

5. DIRECTORS

The Corporation shall be controlled and managed under the direction of a Board of Directors, which shall include two (2) ex-officio Directors representing the Cuyahoga County Public Library.

6. AMENDMENTS

Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors of the Corporation at any meeting at which a quorum is present, provided that (i) such vote includes the affirmative vote of the ex-officio Directors representing the Cuyahoga County Public Library; and (ii) such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.

7. CERTAIN
TRANSACTIONS

No contract or other transaction shall be void or voidable with respect to this Corporation for the reason that it is between the Corporation and one or more of its Directors or officers, or between the Corporation and any other person in which one or more of its Directors or officers are directors, Directors or officers, or have a financial or personal interest or for the reason that one or more interested Directors or officers participate in or vote at the meeting of the Directors or a committee thereof which authorizes such contract or transaction; provided, however, that any such contract or other transaction shall be consistent with Section 501(c)(3) of the Code and with the applicable provisions of Ohio nonprofit corporation law as set forth in Chapter 1702 of the Ohio Revised Code; and provided further that the material facts of the relationship or interest as to the contract or transaction are disclosed or known to the Directors or applicable committee of the Directors and the Directors or committee, in good faith reasonably justified by such facts, authorized the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a

quorum. The interested Directors may be counted in determining the presence of a quorum in a meeting of the Directors or of a committee thereof which authorized the contract or transaction.

8. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all known liabilities of the Corporation, distribute all remaining assets of the corporation to such entity or entities as shall be selected by the affirmative vote of a majority of the Board of Directors, provided such vote includes the affirmative vote of the ex-officio Directors representing the Cuyahoga County Public Library, provided that any such entity is described in Section 501(c)(3) of the Code or to a state or local government or political subdivision thereof exclusively for public purposes any assets remaining shall be conveyed to such organization or organizations provided, however, that such organization or organizations shall be exempt from federal income taxation under Section 501(c)(3) of the Code.