DOC ID ----> 9438_0817

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/17/94

CHARTER NUMBER: 864361
ROLL AND FRAME: 9438-0817

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
NEW ALBANY COMMUNITY FOUNDATION	94021101701	ARN	25.00

066787

RETURN TO: BRICKER & ECKLER
ATTN M JOBES
100 S 3RD ST
COLUMBUS OH 43215

0115

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The State of Ohio

Bob Taft

Secretary of State

864361

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN

of:

NEW ALBANY COMMUNITY FOUNDATION

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 9438 at Frame 0819 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 10TH **day of** FEB ,

A.D. 19 94 .

Bob Taft

Bob Taft
Secretary of State

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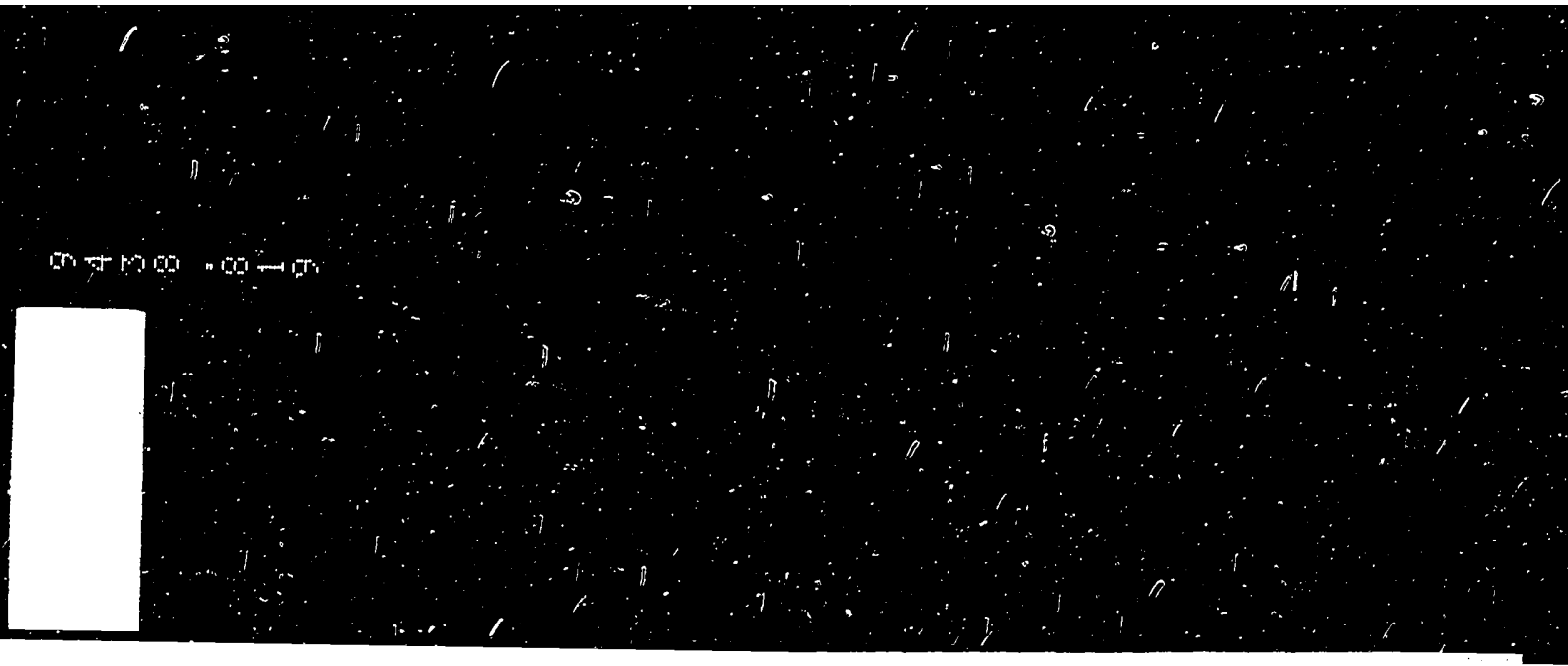


To engage in any lawful act, activity or business not contrary to and for which a charitable nonprofit corporation may be formed under the laws of the State of Ohio.

To have and exercise all powers, rights and privileges conferred by the laws of Ohio on nonprofit corporations, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated, and buying and selling stocks, bonds, or any other security of any issuer as the Corporation by action of its Board may, at any time and from time to time, deem advisable.

ARTICLE 4. RESTRICTIONS. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, 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 and to make distributions to its members as authorized by Chapter 1702 of the Ohio Revised Code, including any distribution upon dissolution of the Corporation.

Notwithstanding anything to the contrary in these Articles of Incorporation:

a. No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code.

b. 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.

c. The Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income tax under section 501(c)(3) of the Code or to which charitable contributions may be deducted pursuant to sections 170, 2055 or 2522 of the Code.

ARTICLE 5. MEMBERS. The Trustees shall, for purposes of any statute or rule of law relating to this Corporation in particular, be taken to be the members of the Corporation and shall have all rights and privileges of members conferred by the laws of the State of Ohio.

ARTICLE 6. BOARD OF TRUSTEES. The Corporation shall be controlled and managed under the direction of a Board of Trustees ("Board"). The names and addresses of persons who will serve as the initial Trustees of the Corporation are:

John W. Kessler
4 Bottomley Crescent
New Albany, OH 43054

John T. Quigley
4629 Goodheart Court
New Albany, OH 43054

Cecil V. Walton
6840 Cedar Brook Glen
New Albany, OH 43054

Jonathan L. York
7607 South Goodrich Square
New Albany, OH 43054

ARTICLE 7. CERTAIN TRANSACTIONS. No person shall be disqualified from being a trustee of the Corporation because he or she is or may be a party to, and no trustee of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party. No contract, action or other transaction shall be void or voidable for reason that any trustee or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for reason that any interested trustee or officer or other agent of the Corporation authorizes or participates in authorization of such contract, action or transaction, provided that:

a. The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of trustees at the time the contract, action or transaction is authorized and the trustees or the members of the committee, in good faith reasonably justified by the facts, authorize the contract, action or transaction by at least a majority vote of the disinterested trustees or disinterested members of the committee, even though such disinterested trustees or members are less than a quorum; or

b. The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the member at the time the contract, action or transaction is authorized and the member authorizes the contract, action or transaction; or

c. The contract, action or transaction (i) is not less favorable to the Corporation than an arm's length contract, action or transaction in which no trustee or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

DOC ID ----> 9438_0817

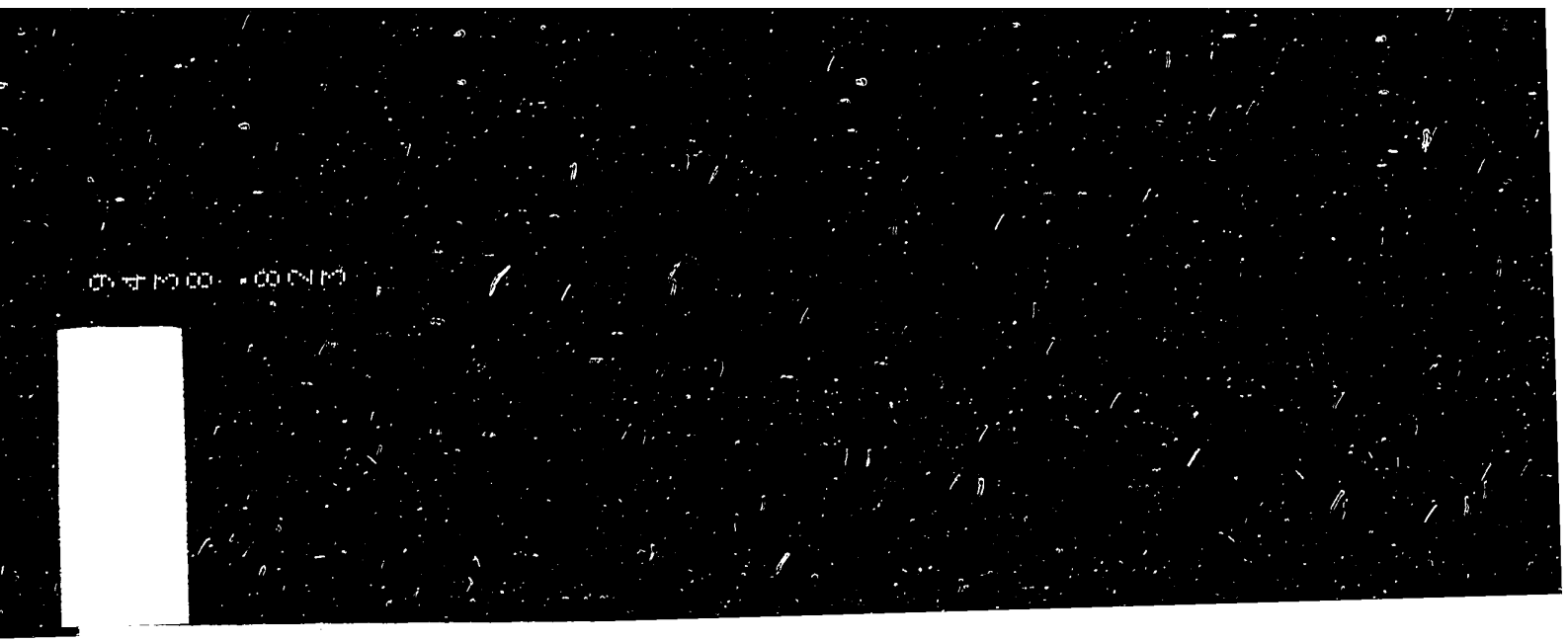
Any interested trustee may be counted in determining the presence of a quorum at any meeting of the Board or any committee thereof which authorizes the contract, action or transaction.

ARTICLE 8. DISSOLUTION. Upon the dissolution of the Corporation, any assets remaining shall be conveyed to one or more organizations as shall be selected by the affirmative vote of a majority of the Board; provided, however, that any such organization shall be exempt from federal income taxation under section 501(c)(3) of the Code.

ARTICLE 9. AMENDMENT. Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board at any meeting at which a quorum is present; provided that such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.

Kara J. Trott
Incorporator

DOC ID ----> 9438_0817



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☐ UNIFORM COMMERCIAL CODE FILINGS

☒ CORPORATIONS NEW FILINGS

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

BUCKER - ECKLER
NAME OF YOUR FIRM OR COMPANY

M. JOBES
ATTENTION

100 S. 3RD ST COL, OH 43215
STREET, CITY, STATE, ZIP CODE

(614) 227-2300
TELEPHONE NUMBER

UCC ONLY

☒ MAIL ☐ PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.

CORRESPONDENCE