



State of Ohio
Department of State

Date 3/21/91

H080-0005

Number 792421

Bob Taft
Secretary of State

Receipt No. 69712
H080-0005 0446

Received of BAKER & HOSTETLER
or filed by _____

The sum of \$ 35.00 for filing ARN MIS of
700 PROSPECT CORPORATION

ARN 25.00
MIS \$ 10.00

Returned to:
BAKER & HOSTETLER

ATT:K.SODT

65 E. STATE ST.

COLUMBUS, OH 43215

RECEIPT

Name: 700 PROSPECT CORPORATION

Total Fee: \$ 35.00

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The State of Ohio

Bob Taft
Secretary of State

700421

❖ 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 MIS

of:

700 PROSPECT CORPORATION

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

Recorded on Roll H080 at Frame 0007 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 20TH day of MARCH,
A.D. 1991.



Bob Taft
Bob Taft
Secretary of State

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ARTICLES OF INCORPORATION

OF

THE PROSPECT CORPORATION

The undersigned, desiring to form a charitable corporation under the Ohio Nonprofit Corporation Law, does hereby certify:

FIRST: The name of the Corporation shall be 700 PROSPECT CORPORATION (hereinafter the "Corporation").

SECOND: The place in the State of Ohio where the principal office of the Corporation is to be located is the City of Cleveland, County of Cuyahoga.

THIRD: The Corporation is organized and shall be operated exclusively for charitable and educational purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the United Church of Christ, a charitable organization described in Section 501(c)(3) and Section 509(a)(1) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including but not limited to providing facilities for the conduct of charitable and educational activities which promote social welfare. If the United Church of Christ ceases to be an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code, the Corporation shall be operated exclusively for the benefit of, to

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perform the functions of, or to carry out the purposes of, one or more organizations described in Section 501(c)(3) and Section 509(a)(1) or (2), of the Code as shall be selected by the Board of Trustees of the Corporation.

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 (i) 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, (ii) purchase or otherwise acquire, lease as lessee or lessor, encumber, sell, exchange, transfer, and dispose of property of any description or any interest therein, and (iii) borrow money, and issue, sell, and pledge its notes, bonds, and other evidence of indebtedness, and secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, and guarantee or secure obligations of any person.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Members, 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.

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FIFTH: 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 Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(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 the loss of its exemption from federal income tax under Section 501(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.

SIXTH: The Members of the Corporation shall be the persons who meet the qualifications set forth in the Code of Regulations.

SEVENTH: 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 exclusively for charitable and educational purposes to the United Church of Christ, if it is then an organization described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Code. If the United Church of Christ is not so described, the assets of the Corporation shall be distributed to such organization or

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organizations as the Board of Trustees shall determine which are described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Code and which are (i) organized and operated for purposes similar to those of the United Church of Christ and/or (ii) supported by the United Church of Christ. Any of such assets not so distributed shall be distributed by the Court of Common Pleas 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 organization or organizations described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Code as said Court shall determine.

EIGHTH: The persons who shall serve the Corporation as Trustees until the first annual meeting, or other meeting called to elect Trustees are as follows:

<u>Name</u>	<u>Address</u>
Paul H. Sherry	700 Prospect Avenue Cleveland, Ohio 44115
Carol Joyce Brun	700 Prospect Avenue Cleveland, Ohio 44115
Doris R. Powell	700 Prospect Avenue Cleveland, Ohio 44115
Charles Shelby Rooks	475 Riverside Drive New York, New York 10115
Scott S. Libbey	475 Riverside Drive New York, New York 10115

NINTH: The affirmative vote of a majority of the Members at any annual or special meeting of Members shall be required to adopt or approve the following actions:

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- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; and
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Code of Regulations of the Corporation or adoption of new Articles of Incorporation or Code of Regulations.

The notice of the meeting at which any such actions are to be considered shall set forth the subject of the actions to be approved.

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.

BIB
Columbus
IN WITNESS WHEREOF, I have hereunto subscribed my name
at ~~Cleveland~~, Ohio, this 20th day of March, 1991.

Beverly C. Bishop

INCORPORATOR
Beverly C. Bishop

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ORIGINAL APPOINTMENT OF AGENT

The undersigned, the Incorporator of 700 Transport Corporation, hereby appoints A.E.C. Co., an Ohio corporation which has a business address in the State of Ohio, as the Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. Its complete address is 3200 National City Center, Cleveland, Cuyahoga County, Ohio 44114.

Therese L. Bishop
(Incorporator)
1746 Columbus
Cleveland, Ohio
March 20, 1991

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

First National Bank
(Name of Firm or Company)

First National Bank
(Attention)

1000 1st St. N.W.
(Street Address)

Washington, D.C. 20004
(City, State and Zip Code)

70059-0013

() 228-1511 (Telephone Number)

How many documents are being filed? 1

Type of payment

X Check (please indicate check 46601)

 Cash (receipt #)

Amount of payment \$ 35

*pick up
24 p.m.
NK 105108
2-15-91
14057-1050*



CORRESPONDENCE