

**ARTICLES OF INCORPORATION OF
CLINTONVILLE COMMUNITY CHOIR**

The following provisions are hereby part of the Articles of Incorporation for Clintonville Community Choir and are hereby incorporated herein by this reference.

ARTICLE III: PURPOSE

The corporation is organized under Chapter 1702 of the Ohio Revised Code as an Ohio nonprofit corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and shall primarily be involved in fostering a musical environment by providing musical performances and education.

In furtherance of the above purposes, the corporation shall take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust for the objects and purposes, or any of them, for which this corporation is organized, any property, real, personal, or mixed, without limitations as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the principal and the income therefrom for any of the aforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property real, personal or mixed, in trust, under the terms of any will, deed of trust or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations domestic or foreign, but only for the foregoing purposes, or some of them and, in general, to exercise any, all, and every power which a charitable nonprofit corporation may exercise under the provisions of the laws of Ohio.

The corporation shall have the power and authority to borrow money and to receive, buy, pledge, mortgage, encumber, sell, lease and otherwise acquire by grant, gift, devise or inheritance, real and personal property and cash and cash equivalents, of any kind and character necessary to promote the objects of the corporation and to hold, use, pledge, mortgage

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encumber, sell, invest and re-invest the same and collect and disburse the income and principal thereof for such purposes.

ARTICLE V: INITIAL DIRECTORS

The initial directors of the corporations shall be John Young, Donna Preissle, Rich Humenick, June Niblick, Carol Bessey, Laura Messerly, Diane Maxwell, Tom Maxwell, Michelle Hughes, Sharon Watkins and Glenn Williams.

ARTICLE VI: NO PRIVATE BENEFIT OR INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the corporation's directors or officers or to any 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 III hereof, all in accordance with the procedures set forth in the Code of Regulations or such procedures as may be adopted from time to time by the Board. It is intended that this corporation shall have and continue to 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) thereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation. 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.

ARTICLE VII: DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all the known liabilities of the corporation, distribute all of the assets of the corporation to one or more "qualified" organizations that support the purposes of the corporation, as determined by the Board, and if, after reasonable inquiry, no such organizations can be located, the assets of the corporation shall be distributed in such manner and to such qualified organizations as the Board shall determine. An organization shall be deemed to be "qualified" organization for purposes of this Article VII only if, at the time of the distribution of such assets, it is an organization described in Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed in accordance with the laws of the State of Ohio.



ARTICLE VIII: GOVERNING LAW

Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law.

ARTICLE IX: CODE OF REGULATIONS

The provisions for the regulation of internal affairs of the corporation are as set forth in the Code of Regulations of the corporation which shall not be inconsistent with the law or these Articles.

ARTICLE X: INITIAL DIRECTORS

The initial director of the corporation shall be John Young, Donna Preissle, Rich Humerick, June Niblick, Carol Bessey, Laura Meserly, Diane Maxwell, Michele Hughes, Glenn Williams, Tom Maxwell and Sharon Watkins. The directors of the corporation shall be the sole voting Members of the corporation. The Members shall serve until their resignation, removal from office, permanent incapacity, or death, or until their terms as directors expire as provided for in the Code of Regulations of the corporation.

ARTICLE XI: FUNDAMENTAL ACTIONS

The affirmative vote of two-thirds (2/3) of the Directors of the corporation at an annual meeting or special meeting of the corporation shall be required to adopt or approve the following actions:

- (i) liquidation or dissolution of the corporation;
- (ii) merger, consolidation or transfer of substantially all of the assets of the corporation; or the disbursement of corporate funds or property representing more than ten (10) percent of the net assets of the corporation in any fiscal year;
- (iii) repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Code of Regulations or adoption of new Articles of Incorporation or Code of Regulations; or
- (iv) making any change in the corporation's Ohio nonprofit or federal tax-exempt status.