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10/11/2001	200128400630	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00	.00

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REESE PYLE DRAKE & MEYER PLL
36 N SECOND ST., P O BOX 919
ANN M KENNEDY
NEWARK, OH 43058-0919

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1259637

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

THE ALEXANDRIA COMMUNITY COUNCIL

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

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

200128400630



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 10th day of October, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

**ARTICLES OF INCORPORATION
OF
THE ALEXANDRIA COMMUNITY COUNCIL**

2001-08-10 PM 7:39

Betty R. Duke, desiring to form a non-profit Corporation pursuant to Chapter 1702 of the Ohio Revised Code, hereby certifies as follows:

FIRST: The name of said Corporation shall be THE ALEXANDRIA COMMUNITY COUNCIL which is hereinafter referred to as "the Foundation."

SECOND: The place in Ohio where the principal office of the Foundation is to be located is Alexandria, Licking County.

THIRD: The Foundation is organized exclusively for charitable, religious, educational and scientific purposes, and specifically to support the Village of Alexandria, Ohio, and St. Albans Township, Ohio in meeting the needs of the greater community for education and recreational opportunities and facilities, including, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out the purposes of the Foundation, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Non-Profit Corporation Law.

FOURTH: There shall be at least five (5) Trustees.

FIFTH: The initial Trustees, who shall serve until their successors are appointed, are:

Betty R. Duke
91 West Main Street
Alexandria, Ohio 43001

Helen Dumbauld
54 West Main Street
Alexandria, Ohio 43001

Robert Nichols
2335 Johnstown-Alexandria Road, N.W.
Alexandria, Ohio 43001

SIXTH: The Trustees of the Foundation shall be elected by the Members at the annual

meeting of the members. The Trustees shall serve for three year terms or until their successors are elected and qualified.

SEVENTH: Membership in the Foundation shall be open to any person who has an interest in the present and future welfare of the Village of Alexandria and St. Alban's Township, Ohio.

EIGHTH: The Foundation shall possess all powers and authority permitted by law, except:

(1) 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 persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article Third hereof;

(2) No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

(3) Notwithstanding any other provisions of these Articles of Incorporation, the Foundation shall not carry on any other activity not permitted to be carried on by a Foundation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by a foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended;

(4) The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;

(5) The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;

(6) The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;

(7) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any


subsequent Federal tax laws;

(8) The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws.

NINTH: Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Licking County, Ohio, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operating exclusively for such purposes.

Executed at Alexandria, Ohio, this 6th day of October, 2001.

Incorporator:


Betty R. Duke

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of THE ALEXANDRIA COMMUNITY COUNCIL, hereby appoints Betty R. Duke, a natural person who is a resident in the State of Ohio, to be the corporation's 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 Betty R. Duke is 91 West Main Street, P.O. Box 132, Alexandria, Ohio 43001.

Incorporator:

Oct. 6, 2001
Date

Betty R. Duke
Betty R. Duke

ACCEPTANCE OF APPOINTMENT

The undersigned, Betty R. Duke, having been appointed by the sole incorporator of to serve as statutory agent for said corporation, hereby acknowledges and accepts said appointment.

Date: Oct. 6, 2001

Betty R. Duke
Betty R. Duke
Statutory Agent