

G0372-1772

ARTICLES OF INCORPORATION

OF

WORTHINGTON EDUCATIONAL FOUNDATION

APPROVED
By KM
Date 5-4-77
P. J. CO.

The undersigned, for purposes of forming a nonprofit corporation in accordance with Chapter 1702 of the Ohio Revised Code, does hereby state the following:

1. NAME The name of the Corporation shall be Worthington Educational Foundation.
2. PLACE OF OFFICE The place in Ohio where the office of the Corporation is to be located shall be the City of Worthington, Franklin County.
3. PURPOSES The purposes for which the Corporation is formed are:
 - (a) To be operated exclusively for charitable, scientific, educational and literary purposes for promoting excellence in the City of Worthington School District.
 - (b) To engage in any lawful act, activity or business not contrary to and for which a nonprofit corporation may be formed under 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 Trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the

purposes of the Corporation. 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, as amended (or any corresponding provision of any 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 any candidate for public office. Notwithstanding anything to the contrary in these Articles of Incorporation, 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 by an organization to which contributions are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

5. TRUSTEES

The Corporation shall be controlled and managed under the direction of a Board of Trustees. The names and addresses of the persons who will serve as the initial Trustees of the Corporation are as follows:

Peter W.C. Barnhart
480 Poe Avenue
Worthington, Ohio 43085

John L. Gray
6577 Guyer Street
Worthington, Ohio 43085

Daniel M. Maner
6533 Pleasanton Drive
Worthington, Ohio 43085

6. MEMBERS

The Trustees shall, for purposes of any statute or rule of law related 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.

7. AMENDMENTS

Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Trustees at any meeting at which a quorum is present provided that such amendment shall be consistent with the provisions of Chapter 1702 of the Ohio Revised Code and provided further that no amendment to Article 3 may be made without prior written consent of the Board of Education of the City of Worthington School District.

8. 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 Trustees or officers, or between the Corporation and any other person in which one or more of its Trustees or officers are directors, trustees or officers, or have a financial or personal interest, or for the reason that one or more interested Trustees or officers participate in or vote at the meeting of the Trustees or a committee thereof which authorizes such contract or transaction; provided, however, that any such contract or other transaction shall be consistent with the applicable provisions

of Chapter 1702 of the Ohio Revised Code; and provided, further, that the material facts as to the relationship or interest and as to the contract or transaction are disclosed or known to the Trustees or applicable committee thereof and the Trustees or such committee, in good faith reasonably justified by such facts, authorized the contract or transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum. The interested Trustees may be counted in determining the presence of a quorum in a meeting of the Trustees or of a committee thereof which authorized the contract or transaction.

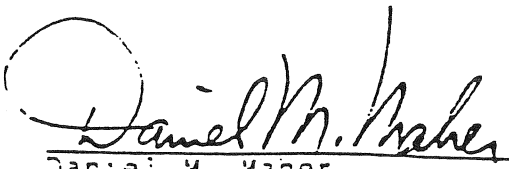
9. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to the City of Worthington School District provided that it is an organization exempt from federal income tax under the Code. If it is not still exempt then such disposition shall be to such organization(s) organized and operated exclusively for charitable, scientific, educational or literary purposes which, at the time of such disposition, qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the majority of the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization(s) organized and

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operated exclusively for such purposes, as said court shall determine.

Date: May 4, 1988


Daniel M. Maher
Sole Incorporator


60372-177

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Sole Incorporator of Worthington Educational Foundation, hereby appoints John W. Hoeffler, a natural person who is a resident of this State in which the principal office of the Corporation is located, as agent upon whom process, notice or demand required or permitted by statute upon the Corporation may be served.

His address is: 752 High Street
Worthington, Ohio 43085

Date: May 4, 1988



Daniel M. Maher
Sole Incorporator

02/19/97

BOB TAFT - SECRETARY OF STATE

RCPT NO. 970219367

ATCH NO: 064840

<u>CORPORATION NAME</u>	<u>DOC NUMBERS</u>	<u>CHECK NUMBER</u>	<u>CHECK AMOUNT</u>
ORTHINGTON EDUCATIONAL FOUND (CEE)	97021936701	1102	\$5.00

HECK ISSUED: VORYS SATER SEYMOUR AND PEASE
BY: 52 E GAY STREET
ATTN:STEPHEN R BUCHENROTH
COLUMBUS. OH 43215

TOTAL \$5.00