

05564-0704

APPROVED

By _____
Date 2/12/60
Signed _____

(Non-Profit Domestic Corporation)

960 61317801

ARTICLES OF INCORPORATION

OF

SAVE OUR CHILDREN OF ELYRIA, INC.

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a non-profit corporation pursuant to the provision of Chapter 1702 O.R.C., as follows:

ARTICLE I.

The name of the corporation is: SAVE OUR CHILDREN OF ELYRIA, INC.

The location of the corporation is: City of Elyria, County of Lorain, State of Ohio

ARTICLE II.

The purpose or purposes for which the corporation is organized are as follows:

To facilitate and operate programs which meet the needs of at-risk children and youth in the urban area of Elyria's South Side. Programs will advance children and youth in the areas of academic and social enrichment.

ARTICLE III.

Said corporation is organized upon a non-stock directorship basis.

Said corporation is to be financed under the following general plan:

Grants, endowments and contributions from tax exempt organizations; solicitation of gifts and bequests from individuals, corporations, trusts, estates and the like.

05564-0705

ARTICLE IV.

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Residence of Business Address</u>
Warren Freed, Jr.	1611 Middle Avenue Elyria, Ohio 44035
Rochelle Harris	131 Lexington Avenue Elyria, Ohio 44035
John Howard	759 Washington Avenue Elyria, Ohio 44035
Ruth Primus	1777 West Avenue Elyria, Ohio 44035
Melva Tolbert	1904 E. 34th Street Lorain, Ohio 44052

ARTICLE V.

1. The corporation 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 4943 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
2. The corporation shall not engage in any act of self dealing as defined in Section 4941.(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
4. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent Federal tax laws.
6. The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (1) prevent it from obtaining exception from Federal income taxation as a corporation described in Section 501(c)(3) of the

Internal Revenue Code of 1954 or (2) cause it to lose such exempt status. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that 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 II hereof.

7. The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

8. No substantial part of the activities of the corporation shall consist of carrying on propoganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, state or local laws.

9. The corporation shall (1) not engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1954, (2) not accumulate income, invest income, or divert income, in a manner endangering its exempt status described in Section 504 of the Internal Revenue Code, and (3) not engage in any other activity which will result in the denial or loss of exempt status as herein described.

10. Upon the dissolution of the corporation, the Board of Directors shall, after paying, or making provisions for the payment of all the liabilities of the corporation, distribute all assets of the corporation exclusively to such organization or organizations organized and operated exclusively for charitable, scientific, literary and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.

11. For purposes of the above, references to provisions of the Internal Revenue Code of 1954 shall be deemed to include statutes which succeed such provisions.

12. The territory in which the corporation's operations are to be principally conducted is the United States of America.

13. The number of directors of the corporation shall be no less than three or more than thirty. The Board of Directors shall constitute the directors of the corporation.

14. The Directors of the corporation are to be elected by the members as provided in the Bylaws. Such directors shall hold their offices for one year, or such other period as the Bylaws shall determine, or until their successors are elected and qualified.

05564-0707

15. The members of the corporation shall consist of persons signing the Certificate of Incorporation; otherwise, the conditions of membership shall be fixed in the corporate Bylaws.

The membership in said corporation shall exist until a written resignation is delivered to the president or the secretary of the corporation.

We, the incorporators, sign our names this 5 day of June, 1996.

Warren P. Freed, Jr.
WARREN P. FREED, JR.

Rochelle Harris
ROCHELLE HARRIS

Melva Tolbert
MELVA TOLBERT

Ruth Primus
RUTH PRIMUS

John A. Howard
JOHN A. HOWARD

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SAVE OUR CHILDREN OF ELYRIA, INC., an Ohio not for profit corporation, Charter No. 947749, having its principal location in Elyria, County of Lorain, was incorporated on July 12, 1996 and is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 6th day of November, A.D. 2014.

Jon Husted

Ohio Secretary of State

Validation Number: 201431001631