

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/02/96

CHARTER NUMBER: 954452
ROLL AND FRAME: 5625-1032

05625-1032

CORPORATION:
MAYORS PARTNERSHIP FOR PROGRESS

| DOCUMENT NUMBER | CODE | FEE |
|-----------------|------|-------|
| 96090519101 | ARN | 25.00 |

025749

RETURN TO: CITY OF CHILLICOTHE
ATTN J P SULZER
35 S PAINT ST
CHILLICOTHE OH 45601

TOTAL : 25.00

0013

05625-1033



The State of Ohio

Bob Taft

Secretary of State

954452

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

of:

MAYORS PARTNERSHIP FOR PROGRESS

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

Recorded on Roll 5625 at Frame 1034 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 23RD day of SEP ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05625-1034

APPROVED

By LO
Date 9-23-96
Amount \$25

96090519101

ARTICLES OF INCORPORATION OF
MAYORS PARTNERSHIP FOR PROGRESS

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under Section 1702.01 et seq., Revised Code of Ohio, do hereby certify:

- FIRST. The name of said corporation shall be Mayors Partnership for Progress.
- SECOND. The place in Ohio where the principal office of the corporation is to be located is City of Chillicothe, County of Ross.
- THIRD. The corporation is organized exclusively for educational and charitable purposes. These purposes are as follows:
 - (a) To bring together all Mayors and City Managers from the following counties in Ohio: Scioto, Ross, Pike, Hocking, Vinton, Jackson, Lawrence, Gallia, Meigs, Athens, and Washington.
 - (b) To promote the goals and objectives of a majority of all Mayors and City Managers represented for the common good of all communities represented.
 - (c) The common good of the communities represented will include, but not necessarily be limited to: regional cooperation, economic development and tourism, highway projects, federal and state revenue sharing, state and federal administrative agencies, public infrastructure maintenance and improvement, etc.
 - (d) To meet regularly so as to enhance the opportunities for the communities represented through gathering and disseminating information regarding state and federal programs, private foundations and universities that assist local communities.

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FOURTH. The powers and purposes above set forth shall be limited as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 distribution in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
4. The corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of and subsequent federal tax laws.

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5. 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.
 6. 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 laws.
 7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
 8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now or as they may hereafter be amended.
 9. 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, dispose of all the assets of the corporation exclusively for the purposes of the corporation 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 Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine; any of such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.
- FIFTH. The following persons, not less than three, shall serve said corporation as trustees until the first annual meeting or other meeting called to elect trustees.

05625-1037

Joseph P. Sulzer, Mayor
35 South Paint Street
Chillicothe, OH 45601

John T. Evans, Mayor
145 Broadway
Jackson, OH 45640

Bill Kelly, Mayor
201 West North Street
Waverly, OH 45690


Joe Matthews, Mayor
301 Putnam Street
Marietta, OH 45750

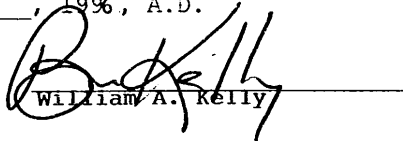
Gene Dennis, Mayor
10 Mulberry Street
Logan, OH 43138

Frank Gerlach, Mayor
728 Second Street
Portsmouth, OH 45662

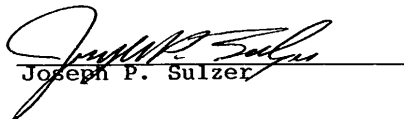
Jim Andrick, City Manager
29 Fayette Street
Nelsonville, OH 45764

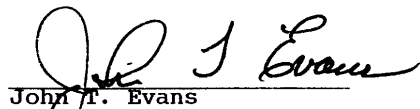
IN WITNESS WHEREOF, we have hereunto subscribed our names,
this 4th day of September, 1996, A.D.


Franklin T. Gerlach


William A. Kelly


Jim Andrick


Joseph P. Sulzer


John T. Evans


Edgar E. Dennis

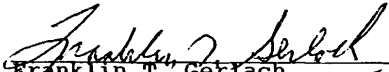

Joe A. Matthews

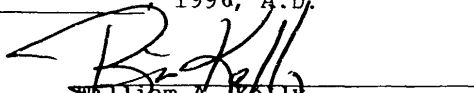
05625-1038


ORIGINAL APPOINTMENT OF AGENT


The undersigned, being the Incorporators of Mayors Partnership for Progress, appoint Joseph P. Sulzer, a natural person residing in the county in which Mayors Partnership for Progress has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served, whose complete address is 35 South Paint Street, Chillicothe, Ohio 45601.

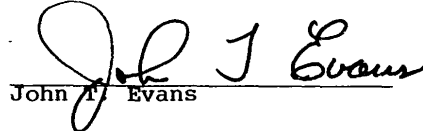
IN WITNESS WHEREOF, we have hereunto subscribed our names, this 4th day of September 1996, A.D.


Franklin T. Gerlach


William A. Kelly


Jim Andrick


Joseph P. Sulzer


John A. Evans


Edgar E. Dennis


Joe A. Matthews

TO: MAYORS PARTNERSHIP FOR PROGRESS

I accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.


Joseph P. Sulzer



CHILLICOTHE
OHIO'S FIRST CAPITAL

05625-1039

JOSEPH P. SULZER
Mayor

CITY OF CHILLICOTHE, OHIO 45601 ★ ADMINISTRATION BLDG., 35 SOUTH PAINT ST. ★ PHONE (614) 774-1185 ★ FAX (614) 773-2072

September 19, 1996

Secretary of State
Corporate Division
30 East Broad Street
14th Floor
Columbus, OH 43266-0418

ATTENTION: Lolita

Re: Document No. 96090519101

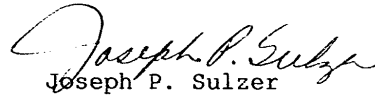
Enclosed please find corrected Articles of Incorporation.

If I may be of further assistance, please do not hesitate to contact my office.

Thank you for your assistance in this matter.

I am,

Sincerely yours,


Joseph P. Sulzer

JPS/br
Encl.

CORRESPONDENCE

Printed on Recycled Paper