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02/01/2010	201002900574	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	100.00	.00	.00	.00

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ULMER & BERNE LLP  
 ATTN: DOUGLAS K. SESNOWITZ  
 1660 W. 2ND ST., STE 1100  
 CLEVELAND, OH 44113

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1910378

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**STOW EXCELLENCE IN EDUCATION FOUNDATION**  
 and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC ARTICLES/NON-PROFIT**

Document No(s):

**201002900574**



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 28th day of January, A.D.  
 2010.

*Jennifer Brunner*

Ohio Secretary of State



Prescribed by:

Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

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Expedite this Form: (Select One)	
<input checked="" type="radio"/> Yes	PO Box 1380 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 670 Columbus, OH 43216

### INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

**RECEIVED**  
JAN 28 2010  
SECRETARY OF STATE

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> (1) Articles of Incorporation Profit (113-ARF) ORC 1701	<input checked="" type="checkbox"/> (2) Articles of Incorporation Nonprofit (114-ARN) ORC 1702	<input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1705
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**Complete the general information in this section for the box checked above.**

**FIRST:** Name of Corporation Stow Excellence in Education Foundation

**SECOND:** Location Stow Summit  
(City) (County)

**Effective Date (Optional)** \_\_\_\_\_  
*Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.*  
(mm/dd/yyyy)

Check here if additional provisions are attached

**Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.**

**THIRD:** Purpose for which corporation is formed  
See attachment

**Complete the information in this section if box (1) or (3) is checked.**

**FOURTH:** The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

(Refer to instructions if needed): \_\_\_\_\_ (No. of Shares) \_\_\_\_\_ (Type) \_\_\_\_\_ (Par Value)

**Completing the information in this section is optional**

**FIFTH:** The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name) \_\_\_\_\_

(Street) \_\_\_\_\_ **NOTE: P.O. Box Addresses are NOT acceptable.**

(City) \_\_\_\_\_ (State) \_\_\_\_\_ (Zip Code) \_\_\_\_\_

(Name) \_\_\_\_\_

(Street) \_\_\_\_\_ **NOTE: P.O. Box Addresses are NOT acceptable.**

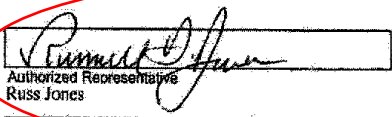
(City) \_\_\_\_\_ (State) \_\_\_\_\_ (Zip Code) \_\_\_\_\_


(Name) \_\_\_\_\_

(Street) \_\_\_\_\_ **NOTE: P.O. Box Addresses are NOT acceptable.**

(City) \_\_\_\_\_ (State) \_\_\_\_\_ (Zip Code) \_\_\_\_\_

**REQUIRED**  
 Must be authenticated  
 (signed) by an authorized  
 representative  
 (See instructions)

  
 Authorized Representative  
 Russ Jones

  
 Date

\_\_\_\_\_  
 Authorized Representative

\_\_\_\_\_  
 Date

\_\_\_\_\_  
 Authorized Representative

\_\_\_\_\_  
 Date

(Print name)  
 \_\_\_\_\_  
 \_\_\_\_\_



**ATTACHMENT TO  
ARTICLES OF INCORPORATION  
OF STOW EXCELLENCE IN EDUCATION FOUNDATION**

THIRD: The purpose for which the Corporation is formed is set forth below:

501(c)(4) - are for Civic Leagues and of tax-exempt status. Social Welfare Organizations .

A. The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted and to all regulations issued under those sections and provisions (the "Code"). In furtherance thereof, the Corporation shall:

1. Promote the common good and general welfare of the people of the communities of Stow and Munroe Falls, Ohio by supporting, fostering, and encouraging such curricular and extracurricular activities, programs and facilities of the public schools operated by the Board of Education (the "Board of Education") of the Stow-Munroe Falls City School District (the "District") as the Board of Directors of the Corporation may from time to time determine, including without limitation supporting (by education, advocacy, the expenditure of funds, or otherwise) the passage of District tax issues placed on the ballot by the Board of Education.
2. Do whatever is deemed necessary, useful, advisable or conducive, either directly or through one or more affiliated organizations, to effectuate the purposes of the Corporation, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law.

Can not be the primary purpose and is limited.

B. Solely for the above purposes, the Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and dispose of any such property and to invest and reinvest the income and principal thereof; to deal with and expend the income and principal of the Corporation; to guarantee debts of affiliated charitable organizations; and to make gifts or contributions to charitable, religious and educational entities or governmental or other public entities in furtherance of the purposes of the Corporation.

C. The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article Third. It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(4) of the Code and which is other than a private foundation. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exception from federal

income taxation as an organization described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.

#### FOURTH: CERTAIN RESTRICTIONS ON ACTIVITIES

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any incorporator, director or officer of the Corporation, or any other private persons, except that the Corporation shall be authorized to pay reasonable amounts for goods and services provided and rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article Third or Article Sixth hereof.

B. No primary or substantial part of the activities of the Corporation shall be participation or intervention in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

#### FIFTH: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The directors of the Corporation, whether voting or non-voting, will be elected and/or determined pursuant to the applicable provisions in the Corporation's Code of Regulations, as amended from time to time. The Articles of Incorporation and Code of Regulations of the Corporation shall not provide for members as such, so that pursuant to the provisions of the Ohio Nonprofit Corporation Law, the directors of the Corporation shall, for the purposes of any statute or rule of law relating to corporations, be taken as the members of the Corporation, and such directors shall have all the rights and privileges of members.

#### SIXTH: DISSOLUTION

The Corporation may be dissolved only by the decision of the Directors or by decree of a court of competent jurisdiction. Upon the dissolution of the Corporation, the Directors shall thereupon take such action as may be necessary to wind up the affairs of the Corporation, and all of the Corporation's property of every nature and description shall, after making provision for discharge of all the liabilities and obligations of the Corporation, be paid over and transferred, to one or more other charitable, educational, religious, or civic or social welfare organizations, exclusively for the purposes of such organizations, as determined by the Directors, provided that any transferee hereunder must be an organization that is exempt from federal income tax because it is described in Section 501(c)(3) or Section 501(c)(4) of the Code. In no event shall any of the Corporation's assets be distributed to any director or officer of the Corporation, or any other private persons.

SEVENTH: STATUS AS NONPROFIT CORPORATION

The Corporation is a nonprofit, public benefit corporation and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence.