



**AMENDED & RESTATED  
ARTICLES OF INCORPORATION**

**(Formerly, “Ohio City Near West Development Corporation”)**

Pursuant to Section 1702.01 *et seq.* of the Ohio Revised Code, these Amended and Restated Articles of Incorporation (“Amended Articles”) for Ohio City Incorporated (hereafter, the “Corporation”) hereby supersede the Corporation’s existing Articles of Incorporation and shall read as follows:

**ARTICLE 1: NAME**

The name of the Corporation is **OHIO CITY INCORPORATED**.

**ARTICLE 2: PRINCIPAL OFFICE**

The place in the state of Ohio where its principal office is to be located is Cleveland, Cuyahoga County, Ohio.

**ARTICLE 3: PURPOSE**

The Corporation is formed exclusively for charitable, educational, and scientific purposes, including, but not limited to, the following:

- A. To promote housing and commercial development within its Service Area (defined below);
- B. To retain and attract residents and businesses ~~and residents~~ to the Service Area;
- C. To provide assistance to existing and prospective Service Area businesses and residents of all income levels by facilitating available loans, grants, and technical and other assistance;
- D. To do all things necessary, suitable, convenient, or appropriate in furthering the accomplishment of the purposes stated within these Amended Articles and any one or more of them, including but not limited to: acquiring by purchase, gift, donation, or devise, and holding, managing, operating, maintaining, selling, mortgaging, leasing, or otherwise acquiring or disposing of real or personal property as necessary or convenient for the purposes set forth herein; and
- E. In general, to take all other actions necessary, useful, or advisable, directly or indirectly, to implement any purpose of the Corporation (including, but not limited to, acting as trustee of any trust) and to exercise all other authority permitted for corporations generally by the provisions of the Chapter 1702, Ohio Nonprofit Corporation Law.



**ARTICLE 4: NON-PROFIT COMPLIANCE**

The Corporation acknowledges and agrees to the following:

- A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or other attempts to influence legislation, and the Corporation shall not participate or intervene (by the publishing or distribution of statements or otherwise) in any political campaign on behalf of any candidate for public office.
- B. 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 distributions in furtherance of the purposes set forth in these Articles.
- C. Notwithstanding any other provision of these Amended Articles, the Corporation shall not carry on any other activities not permitted to be carried on:
  - i. By a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future US Internal Revenue Law);
  - ii. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future US Internal Revenue Law); or
  - iii. By a corporation organized under the Ohio Non-Profit Corporation Law, as now existing or hereafter amended.

**ARTICLE 5: MEMBERSHIP**

The Corporation’s membership shall consist of a mixture of Service Area residents, businesses, ~~and interested organizations, institutions, and other interested parties.~~ The qualifications for membership in the Corporation, including manner of admission, classifications ~~for~~ of membership, if any, voting procedures, and other rights and privileges of the members shall be set forth in the Corporation’s Code of Regulations.

**ARTICLE 6: GOVERNANCE**

The business and affairs of the Corporation shall be controlled and managed by a Board of Trustees (collectively, the “Board”, individually, a “Trustee”). The composition of the Board will

**Comment [VH1]:** Add something about The Board of Trustees and the right to name associate members for appointed board seats

**Comment [MG2]:** I think this is covered in Article 6, so we can probably leave it as is.



consist of a majority of Service Area Member residents. The composition of the Board will also consist of a majority of Trustees elected by the members. The remaining qualifications for the Trustees, together with their terms of office, manner of election or appointment, removal, number of Trustees, powers, duties and liabilities, and all other related Trustee matters shall be set forth in the Code of Regulations.

**ARTICLE 7: SERVICE AREA**

The “Service Area” shall consist of the portion of the City of Cleveland, Ohio, known as the “Ohio City” neighborhood, and such other area(s) within the City of Cleveland, Ohio, as may be designated from time to time by resolution of the Board, and as further defined in the Code of Regulations.

**ARTICLE 8: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes specified in Article 3 herein, or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as a(n) organization(s) for such purposes as described in Section 501(c)(3) of the Internal Revenue Code, as the Board determines.

**ARTICLE 9: AMENDMENT OR RESTATEMENT OF THESE ARTICLES**

These Amended Articles may be amended or restated by a vote of a majority of the Corporation’s membership at any annual meeting, or at a special meeting called for that purpose where a quorum is present.

**ARTICLE 10: INDEMNIFICATION**

To the extent permitted by Ohio law, the Corporation shall indemnify any present or former Trustee, officer, committee member, or key administrative staff employee against expenses (including attorney’s fees), judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative, or investigative, by reason of the fact that the such person is or was a trustee, officer, committee member, or key administrative staff employee of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, committee member, or key administrative staff employee, provided:

A. That such person was not guilty of willful or wanton misconduct in the performance of their

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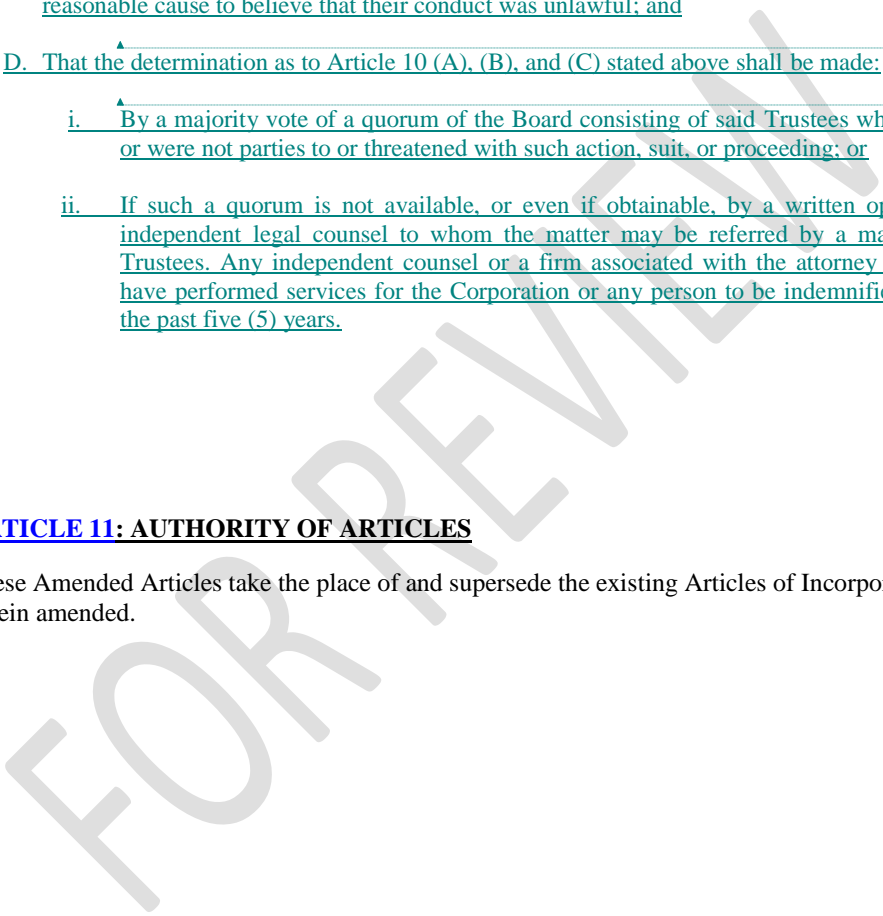
duty to the Corporation:

- B. That such person acted in good faith in what they reasonably believed to be the best interests of the Corporation:
- C. That, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that their conduct was unlawful; and
- D. That the determination as to Article 10 (A), (B), and (C) stated above shall be made:
  - i. By a majority vote of a quorum of the Board consisting of said Trustees who are not or were not parties to or threatened with such action, suit, or proceeding; or
  - ii. If such a quorum is not available, or even if obtainable, by a written opinion of independent legal counsel to whom the matter may be referred by a majority of Trustees. Any independent counsel or a firm associated with the attorney shall not have performed services for the Corporation or any person to be indemnified within the past five (5) years.

**ARTICLE 11: AUTHORITY OF ARTICLES**

These Amended Articles take the place of and supersede the existing Articles of Incorporation as herein amended.

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[Add Ludgy's suggested article about trustee liability.](#)

**IN WITNESS WHEREOF**, the below named officers of the Board of Trustees, acting for and on behalf of the Corporation have hereto subscribed their names as of \_\_\_\_\_, 2014.

By: \_\_\_\_\_  
JoAnn Uhlik, President

By: \_\_\_\_\_  
Erika McLaughlin, Secretary

FOR REVIEW