

ARTICLES OF INCORPORATION
OF
COPLEY COMMUNITY IMPROVEMENT CORPORATION

In compliance with the requirements and the manner provided in section 1702.04 of the Ohio Revised Code, and as provided in sections 1724.01 to 1724.09 of the Ohio Revised Code, for the purposes of forming a corporation, not for profit, the undersigned hereby certifies:

ARTICLE I

The name of the community improvement corporation created hereby shall be Copley Community Improvement Corporation (the "Corporation").

ARTICLE II

The principal office of the Corporation shall be located in Copley Township, Summit County, Ohio.

ARTICLE III

The undersigned is forming the Corporation in order to serve the residents of Copley Township, Summit County, Ohio (the "Township"), in the revitalization and enhancement of property and the business environment of the Township, by advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of the Township and in furtherance thereof to have all the powers granted a corporation not for profit that is a community improvement corporation under Chapters 1702 and 1724 of the Ohio Revised Code, as such Chapters now exist or as the same may be amended from time to time.

In furtherance of such purposes, and without limiting the generality of the foregoing, the Corporation shall have the following specific powers:

- (a) To borrow money for any of the purposes of the corporation; to issue therefor its bonds, debentures, notes, or other evidences of indebtedness, whether secured or unsecured, and to secure the same by mortgage, pledge, deed of trust, or other lien on its property, franchises, rights, and privileges of every kind and nature or any part thereof or interest therein;
- (b) To make loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and to establish and regulate the terms and conditions with respect to any such loans; provided the corporation shall not approve any application for a loan unless and until the person applying for said loan shows that the person has applied for the loan through ordinary

banking or commercial channels and that the loan has been refused by at least one bank or other financial institution;

- (c) To purchase, receive, hold, lease, or otherwise acquire and to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the corporation from time to time in the satisfaction of debts or enforcement of obligations;
- (d) To acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporations, joint stock companies, associations, or trusts, and to assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust;
- (e) To acquire improved or unimproved real estate for the purpose of constructing industrial plants or other business establishments thereon or for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants or other business establishments;
- (f) To acquire, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants or business establishments;
- (g) To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein;
- (h) To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions (c), (d), (e), (f) or (g) of this section;
- (i) To serve as an agent for grant applications and for the administration of grants;
- (j) To do all acts and things necessary or convenient to carry out the powers especially created in Chapter 1724 of the Revised Code.

Nothing in this section shall limit the right of a corporation to become a member of or a stockholder in an improvement corporation formed under Chapter 1726 of the Revised Code.

The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article III.

ARTICLE IV

The Corporation is not organized for profit and shall not have any authority to issue capital stock. All of the funds and assets of the Corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the purposes hereinabove set forth, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, director, trustee, officer, incorporator or any private individual. Notwithstanding the foregoing, 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 III herein.

ARTICLE V

The Following persons shall serve said Corporation as the initial Board of Directors until the initial organizational meeting, annual meeting, or other meeting called to elect the Board of Directors:

Susan Bishop
John Duncan
Steve Panzer
Kevin Fallon
Paul Hummel
Helen Humphrys
Sylvia Chinn-Levy
Janice Marshall
Nancy Roesner
Joseph Saporito
Lynn Slaby

The number, qualifications, manner and time of selection of successor Directors, and their terms of office, shall be as set forth in the Code of Regulations.

The Board of Directors shall be and act as the Board of Directors of the Corporation and shall have all of the powers and all of the duties of the Board of Directors as defined in Chapter 1702 of the Revised Code of Ohio, except as such powers may be limited or expanded by the provisions of these Articles or the Code of Regulations.

ARTICLE VI

Membership in the Corporation shall be governed and controlled as set forth in the Code of Regulations.

ARTICLE VII

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:

- (A) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or
- (B) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII

Notice and quorum requirements shall be in accordance with the provisions of the Code of Regulations.

ARTICLE IX

Indemnification

(1) Indemnification with Regard to Third Party Actions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative or investigative action, suit, or proceeding, including all appeals, other than an action, suit or proceeding by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee, or volunteer of the Corporation, against expenses (including attorney's fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding, if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, if that person had no reasonable cause to believe that person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

(2) Indemnification with Regard to Derivative Actions. The Corporation shall indemnify any person who is or was a party, or threatened to be made a party, to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or volunteer of the Corporation, against expenses (including attorney's fees) actually and reasonably incurred by that person in connection with the defense or settlement of such action or suit, if the person acted in good faith, and in a manner that person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no

indemnification shall be made in respect of (a) any claim, issue, or matter as to which such person is finally adjudged to be liable for negligence or misconduct in the performance of that person's duty to the Corporation unless, and only to the extent that, the court of common pleas or the court in which such action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such persons acted in good faith is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper, or (b) any action or suit in which a director is found liable only pursuant to the provisions of Section 1702.55 of the Ohio Revised Code.

(3) Other Determinations of Rights. Unless ordered by a court, any indemnification under paragraphs (1) and (2) of this Article shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or volunteer is proper under the circumstances because that person has met the applicable standard of conduct set forth in paragraphs (1) and (2) of this Article. Such determination shall be made in any one of the following manners: (a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with the action, suit or proceeding referred to in paragraph (1) or (2) of this Article, or (b) by the members by majority vote.

(4) Indemnification of Agents and Others. The Corporation may, from time to time, and in its sole discretion, indemnify any person who is or was an agent, or other authorized representative of the Corporation, other than those described under paragraphs (1) and (2) who may be indemnified, or is or was serving at the request of the Corporation as a director, officer, or employee of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person or incurred by that person in any such capacity or arising out of that person's status as such, in the same manner and to the same extent as provided herein for directors, officers, employees and volunteers of the Corporation.

(5) Advances of Expenses. Expenses of each person indemnified herein incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including **all** appeals), or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of such person, to repay such amount, if it is ultimately determined that that person is not entitled to be indemnified by the Corporation.

(6) Non-exclusiveness; Heirs. The foregoing rights of indemnification are not exclusive, and shall be in addition to any other rights granted to those seeking indemnification as a matter of law, or under these Articles, the regulations, any agreement, vote of members or disinterested directors, or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding their offices or positions, shall continue as to a person who has ceased to be a director, officer, employee, member, manager, agent, or volunteer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(7) Purchase of Insurance. The Corporation may purchase and maintain insurance, or furnish similar protection, including but not limited to trust funds, letters of credit, or self- insurance, for or on behalf of any person who is or was a

director, officer, agent, employee, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, member, manager, agent or volunteer of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person or incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

- 8) **Insurance.** The Corporation shall annually evaluate risks and exposures of the Corporation and to its Board of Directors, Officers, Volunteers, and Employees, and shall purchase General Liability, and Directors Officers, Errors and Omissions Insurance, at a minimum of \$2 million per incident, and \$10 million in the aggregate which will include first dollar full coverage, covering the entire value of a loss without a deductible. To the fullest extent possible said insurance shall be effective at the date of the initial Board Meeting.

ARTICLE X

The Corporation shall have perpetual existence.

ARTICLE XI

In the event of any voluntary or involuntary dissolution, liquidation, or failure to reinstate the articles after cancellation of the corporation, the Board of Directors shall, and after paying or making provisions for the payment of all of the known liabilities of the Corporation, dispose of any remaining assets toward civic projects or public charitable purposes in Copley Township, as may be determined by the Board of Directors, with the approval of The Court of Common Pleas of Summit County, Ohio.

ARTICLE XII

The Articles may be amended only under the same terms and conditions, and with the same approvals, as are provided in the Code of Regulations for its amendment.

ARTICLE XIII

The Statutory Agent for the corporation shall be the Executive Director of the CIC, or other person(s) appointed by the corporation Board from time to time, with the Statutory agent mailing address, being the administrative offices for Copley Township.

IN WITNESS WHEREOF, we hereunto subscribe our names this 16th, day of August, 2017



Helen Humphrys
Incorporator



Witness



Scott Dressler
Incorporator



Witness



Dale Panovich
Incorporator



Witness

