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12/02/2013	201333100852	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	100.00		.00	.00

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BENESCH FRIEDLANDER COPLAN & ARONOFF LLP  
 T TED MOTHERAL ESQ  
 41 S. HIGH ST STE 2600  
 COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jon Husted**

**2249336**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**THE COOPERATIVE COUNCIL OF GOVERNMENTS, INC.**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC ARTICLES/NON-PROFIT**

Document No(s):

**201333100852**

**Effective Date: 11/26/2013**



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 2nd day of December,  
 A.D. 2013.

Ohio Secretary of State



Form 532B Prescribed by:

**JON HUSTED**  
**Ohio Secretary of State**

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
www.OhioSecretaryofState.gov  
Busserv@OhioSecretaryofState.gov

Mall this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43216

**Initial Articles of Incorporation**  
**(Nonprofit, Domestic Corporation)**  
**Filing Fee: \$125**  
**(114-ARN)**

First: Name of Corporation

Second: Location of Principal office in Ohio  
 City:  State:   
 County:

Effective Date (Optional)  (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)  
 mm/dd/yyyy

Third: Purpose for which corporation is formed

**\*\*Note for Nonprofit Corporations:** The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

**\*\*Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of The Cooperative Council of Governments, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

ACFB Incorporated  
Name

200 Public Square, Suite 2300  
Mailing Address

Cleveland      Ohio      44114  
City                      State                      Zip Code

Must be signed by the Incorporators or a majority of the incorporators

ACFB Incorporated  
Donna Fuller - Incorporator -  
Signature  
By: Donna Fuller, Assistant Secretary

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

ACCEPTANCE OF APPOINTMENT

The Undersigned, ACFB Incorporated, named herein as the  
Statutory Agent Name

Statutory agent for The Cooperative Council of Governments, Inc.  
Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature Donna Fuller  
Individual Agent's Signature / Signature on behalf of Corporate Agent  
By: Donna Fuller, Assistant Secretary

If the agent is an individual and using a P.O. Box, check this box to confirm the agent is an Ohio resident.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

*Donna Fuller*

Signature

Donna Fuller, Assistant Secretary

By

Print Name

Signature

By

Print Name

Signature

By

Print Name

Attachment to the Articles of Incorporation of The Cooperative Council of Governments, Inc.:

The purposes for which this corporation is formed are:

- (a) The Corporation is organized and will be operated exclusively for the purpose of engaging in charitable, educational, and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provisions of any future United States Internal Revenue law), including, for these purposes, the following:
  - (i) The exercise of essential governmental functions within the meaning of Code Section 115(1) (or the corresponding provisions of any future United States Internal Revenue law);
  - (ii) The operation of as a council of governments within the meaning of Chapter 167 of the Ohio Revised Code; and
  - (iii) Lessening the burdens of its government members by (A) developing and implementing certain sound business practices and processes as shared services to be made available to its members, and (B) developing and operating as a collective purchasing and service organization to enable its members to obtain competitive terms from vendors and service providers by utilizing the combined purchasing power of all of its members.

Notwithstanding any powers granted to the Corporation by its Articles of Incorporation, by its Code of Regulations or by the laws of the State of Ohio, the following limitations of power shall apply and be paramount.

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any incorporator, member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes and except to the extent that individuals are beneficiaries of the Corporation's charitable purposes as herein stated), and no member, director, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- (c) The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, including the publication or distribution of statements.
- (d) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization: (a) which is exempt under Section 501(c)(3) of the Code; (b) contributions to which are deductible under Section 170(c)(1) or Section 2055(a) of the Code; or (c) gifts to which are deductible under Section 2522(a)(1) of the Code (or the corresponding provision of any future United States internal revenue law).
- (e) Upon the dissolution of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets to its Voting Members, which are states or political subdivisions thereof or other organizations the income of which is excluded from gross income under Section 115(1) of the Code (or corresponding provisions of any future United States internal revenue law). Any assets not so disposed of will be disposed of by a court of competent jurisdiction exclusively to one or more states, political subdivisions thereof or other organizations the income of which is excluded from gross income under Section 115(1) of the Code as said court shall determine.