

**Articles of Incorporation  
of  
Nazareth Housing Development Corporation**

The undersigned, who is a citizen of the United States, desiring to form a non-profit corporation under the Ohio Non-Profit Corporation Law (ORC Chapter 1702), certifies:

**Section One: Name**

The name of the Corporation is Nazareth Housing Development Corporation.

**Section Two: Principal Office**

The place in Ohio where the principal office of the Corporation is to be located is Akron, Summit County, Ohio.

**Section Three: Purposes**

The Corporation is organized exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The religious and charitable purposes for which the corporation is organized and for which it will be operated include, without limitation, the following:

- a. To preserve, renovate, and rehabilitate existing housing;
- b. To acquire available structures and land for future development into affordable housing;
- c. To construct new single family homes and promote multi-family housing developments;
- d. To participate in other activities and endeavors that encourage, promote, and facilitate a wide range of affordable housing initiatives;
- e. To receive and administer funds for the benefit of the Corporation, or its successor, and to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property whether real, personal, or mixed, without limitations as to amount or value, except such limitations, if any, as may be imposed by law;
- f. To sell, lease, borrow, encumber, exchange, subdivide, convey, and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and spend principal and income therefrom for the purposes set forth in this

Section 3 without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law;

- g. To borrow money and issue evidence of debt in furtherance of the charitable purposes of this Corporation and to secure the same by mortgage, pledge, or other lien on property;
- h. To own, use, buy, sell, lease, mortgage, or encumber such real and personal property as will tend to promote the objects of this Corporation and the doing of all things necessary or incident to the purposes of this Corporation; and
- i. To do such other lawful acts or activities to accomplish its religious and charitable purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and the non-profit corporation law of Ohio.

#### **Section Four: Board of Trustees**

The Corporation will be managed and controlled by the Board of Trustees. The number of Trustees must not be less than three. The names and addresses of the persons who are the initial trustees are as follows:

Jo Dangel  
360 South Miller Road  
Fairlawn, Ohio 44333

Philip J. Grom  
2000 Braewick Drive  
Akron, Ohio 44313

Bob Tigelman  
333 N. Portage Path, #12  
Akron, Ohio 44303

#### **Section Five: Limitations**

- a. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its Trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in Section Three. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation must not participate in, or intervene in

(including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- b. Notwithstanding any other provision of these Articles of Incorporation, the Corporation must not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (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 United States Internal Revenue law).

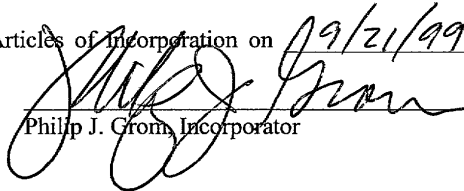
#### **Section Six: Dissolution**

Upon the dissolution of the Corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the Corporation, must dispose of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to such other exempt organization with purposes similar to the purposes of this Corporation, as the Board of Trustees determines. Any of such assets not so disposed of will be disposed of by the Court of Common Pleas of the county in which the principal office of this Corporation is then located, exclusively for such purposes and to such organization or organizations, as the Court determines, which are organized and operated exclusively for such purposes.

#### **Section Seven: Members**

The Corporation will have no members.

The undersigned incorporator has signed these Articles of Incorporation on 09/21/99, 1999.

  
Philip J. Grom, Incorporator

**Philip J. Grom**  
**2000 Braewick Drive**  
**Akron, Ohio 44303-6212**

Secretary of State of Ohio  
Attn: Corporations Division  
30 East Broad Street  
Columbus, Ohio

~~August~~ 9/20, 1999

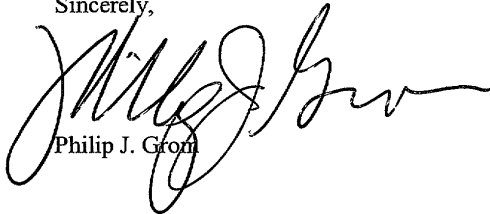
Re: Articles of Incorporation

Ladies and Gentlemen:

Please accept for filing the enclosed Articles of Incorporation of Nazareth Housing Development Corporation, a non-profit corporation. I have enclosed a check for \$35, which constitutes the \$25 filing fee and an additional \$10 fee for **EXPEDITED SERVICE**.

If you have any questions regarding this filing, please call me at 800-269-4766. Thank you.

Sincerely,



Philip J. Grom

**ORIGINAL APPOINTMENT of STATUTORY AGENT**

The undersigned, being the sole incorporator of Nazareth Housing Development Corporation, appoints Philip J. Grom as the Corporation's statutory agent upon whom any process, notice, or demand required or permitted by statute to be served upon the Corporation may be served.

The statutory agent's complete address is: Philip J. Grom  
2000 Braewick Drive  
Akron, Ohio 44313

Dated 9/21, 1999.

  
Philip J. Grom, Incorporator

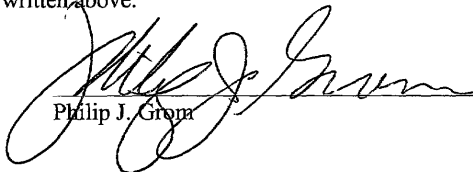
**Acceptance of Appointment**

To: Nazareth Housing Development Corporation

Date: 9/21, 1999

Ladies and Gentlemen:

I accept appointment as agent of Nazareth Housing Development Corporation upon whom process, notice, or demands may be served as of the date written above.

  
Philip J. Grom