

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
02/21/96

CHARTER NUMBER: 867411  
ROLL AND FRAME: 5428-1000

**05428-1000**

CORPORATION:

ANDREW KACHILLA CENTER FOR ARTS, INC.

| DOCUMENT NUMBER | CODE | FEE    |
|-----------------|------|--------|
| -----           | ---- | ----   |
| 95122835801     | AMA  | 35.00  |
|                 | CFN  | NO FEE |

035688

RETURN TO: MCNAMARA AND MCNAMARA  
ATTN T J NOVACK  
88 E BROAD ST STE 1250  
COLUMBUS OH 43215

TOTAL : 35.00

0008

05428-1001



# The State of Ohio

**Bob Taft**

Secretary of State

867411

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: AMA CFN

of:

ANDREW KACHILLA CENTER FOR ARTS, INC.

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 5428 at Frame 1002 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 27TH day of DEC ,

A.D. 19 95 .



*Bob Taft*

**Bob Taft**  
Secretary of State

05428-1000

867411  
APPROVED  
By CR  
Date 12-27-95  
Amount 35.00  
45122835801

**CERTIFICATE OF AMENDMENT BY SHAREHOLDERS  
TO THE ARTICLES OF INCORPORATION  
OF  
ANDREW KACHILLA CENTER FOR ARTS, INC.**

Michael A. Kachilla, who is president, and Paulette D. Kachilla, who is secretary/treasurer, of the above named Ohio corporation for profit do hereby certify that in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolutions to change the corporation from a "for profit" status to a "nonprofit" status and to amend the articles of incorporation were adopted:

RESOLVED, that the status of the corporation shall be changed from "for profit" status to "non-profit" status effective January 1, 1996

BE IT FURTHER RESOLVED, that the following Amended Articles of Incorporation be and the same are hereby adopted to supersede and take place of the existing Articles of Incorporation and all amendments thereto effective January 1, 1996.

**AMENDED ARTICLES OF INCORPORATION**

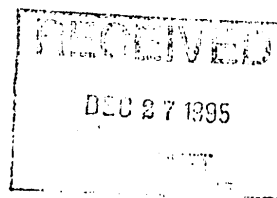
**FIRST:** The name of the corporation is Andrew Kachilla Center for Arts, Inc.

**SECOND:** The place in the State of Ohio where its principal office is located is in the City of Cambridge, Guernsey County:

**THIRD:** The corporation is organized exclusively for charitable and educational purposes to promote the arts, 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, or the corresponding section of any future federal tax code.

**FOURTH:** The names and addresses of the persons who are the initial trustees of the corporation are as follows:

- 1) Michael A. Kachilla  
1008 Gorgas Circle  
San Antonio, Texas 78234-5000
- 2) Paulette D. Kachilla  
1008 Gorgas Circle  
San Antonio, Texas 78234-5000



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3) Cathy A. Williams  
5020 Mullen Road  
Shawnee, Kansas 66216

**FIFTH:** The organization shall not discriminate based on any race, color, national and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to the members of the organization. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admission policies, scholarship, loan and grant programs, and any other activity of program.

**SIXTH:** 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 Article Third hereof. 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 or in opposition to 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 (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

**SEVENTH:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**EIGHTH:** After the effective date of this amendment, January 1, 1996, the corporation shall be subject to the provisions of the Revised Code relating to nonprofit corporations.

**NINTH:** On January 1, 1996, the effective date of this amendment, all outstanding shares of the corporation shall be cancelled upon the following terms: Each shareholder shall receive a distribution of forty cents (.40) for each share of stock held by that shareholder on the effective date of the cancellation.

**TENTH:** The corporation shall establish one or more classes of membership. The rights of each class of membership shall be specifically set forth in the Code of Regulations

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IN WITNESS WHEREOF, the above named officers, acting for and on behalf of the corporation, have hereunto subscribed their names this 26<sup>th</sup> day of December, 1995.

**Andrew Kachilla Center for Arts, Inc.**

By: Michael A. Kachilla  
Michael A. Kachilla, President

By: Paulette D. Kachilla  
Paulette D. Kachilla, Secretary/Treasurer

05428-1000

Ohio Secretary of State Return Slip  
Amendment/Amended articles

January 10, 1996

Thomas J. Novack  
McNamara and McNamara  
88 East Broad Street, Suite 1250  
Columbus, Ohio 43215

NOTE: THIS RETURN SLIP  
CREDITED IN THE AMOUNT OF  
\$ 35.00 MUST ACCOMPANY  
THE CORRECTED  
DOCUMENTS. COMPLETED  
DOCUMENTS MUST BE RE-  
TURNED WITHIN 30 DAYS OR A  
REFUND WILL BE ISSUED.

Re: Andrew Kachilla Center For Arts, Inc.

Document No. 95122835801

Additional Fee Required: \$ 0

Dear Sir or Madam:

The enclosed documents are being returned unfiled for the following reason(s):

- \_\_\_\_\_ 1. The corporation's name must appear at the top of the certificate exactly the same as in our records. Please see correct name above.
- \_\_\_\_\_ 2. The certificate must be signed by 2 officers of the corporation. One signature must be that of the chairman of the board, president or vice-president and the second signature must be that of the secretary or assistant secretary. One individual may not sign in both capacities and, if necessary, an election or appointment must be made to this purpose.  
\_\_\_\_\_ If the corporation has a close corporation agreement in effect, the enclosed Clos Corporation Affidavit may be completed.
- \_\_\_\_\_ 3. Our records indicate that the principal office is located in \_\_\_\_\_ However, the location given on the certificate is \_\_\_\_\_.  
If the location has been changed (to a different city or county), then an additional resolution must be adopted changing the principal office location. Include the appropriate county.
- \_\_\_\_\_ 4. Indicate what manner of adoption was used in passing the resolution to amend the Articles of Incorporation. If a meeting was held, include the percentage of the voting power that passed the resolution. A \_\_\_\_\_ vote is required.
- \_\_\_\_\_ 5. The new name you have chosen is not available without the written consent of \_\_\_\_\_. You may contact the prior registrant if consent cannot be obtained, please contact this office before filing another name to ensure that the alternate name is available.
- \_\_\_\_\_ 6. The corporation must submit its Form 7 (Annual Statement of Proportion of Capital Stock) for the year(s) \_\_\_\_\_. The Form 7 should reflect corporate activities in Ohio during the previous year. The forms are enclosed.
- \_\_\_\_\_ 7. We are unable to accept photostat copies. Original documents and signatures are required.
- \_\_\_\_\_ 8. When a corporation is amending its articles of incorporation in its entirety, the certificate must contain a superceding clause stating that the adopted amended articles of incorporation shall supercede the existing articles of incorporation and amendments thereto.
- \_\_\_\_\_ 9. The corporation was cancelled by the Ohio Department of Taxation on \_\_\_\_\_. Before filing the amendment/amended articles, you must obtain a D-3 (Certificate of Reinstatement) from the Ohio Department of Taxation (1030 Freeway Drive North, Columbus, Ohio 43229, (614) 433-7636). The D-3 must first be filed with the Secretary of State, together with a \$10.00 filing fee in addition to the amendment documents.
- \_\_\_\_\_ 10. Your non-profit corporation was cancelled on \_\_\_\_\_ for failure to file its statement of continued existence. Please fill out the enclosed Application for Reinstatement, submit a \$10.00 filing fee, and return all the enclosed amendment documents.
- \_\_\_\_\_ 11. The corporation's articles were cancelled on \_\_\_\_\_ for failure to file the Professional Annual Shareholders Reports. Before the filing the Amendment/Amended Articles, you must complete the enclosed Application for Reinstatement and annual reports for the year(s) \_\_\_\_\_. A filing fee of \$10.00 must be submitted and returned together with your amendment/amended articles.
- \_\_\_\_\_ 12. The new name of the corporation must include or end with either "Inc.," "Incorporation," "Corporation," "Corp.,"