OHIO SECRETARY OF STATE PROCESSING STATEMENT 05/12/97

CHARTER NUMBER: 978259 ROLL AND FRAME: 5855-1150

FEE DOCUMENT NUMBER CODE CORPORATION: THE E. KENNETH AND ESTHER MARIE HATTON FOUNDA 97050935801 ARN MIS

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97050935801

10.00

RETURN TO: WOOD & LAMPING

105562

TOTAL :

35.00

ATTN B J BLOEMER 600 VINE ST #2500

CINCINNATI OH 45202-2409

0279



Bob Taft

Secretary of State

978259

🔊 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:

of:

THE E. KENNETH AND ESTHER MARIE HATTON FOUNDATION

United States of America State of Ohio Office of the Secretary of State Recorded on Roll 5855 at Frame 1152 the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 9TH day of MAY

A.D. 19 97 .

Secretary of State

ARTICLES OF INCORPORATION OF

THE E. KENNETH AND ESTHER MARIE HATTON FOUNDATION 97050935801

ON

The undersigned, desiring to form a nonprofit corporation in accordance with Chapter 1702 of the Ohio Revised Code, do hereby certify:

FIRST: The name of the corporation, whose legal existence begins upon the filing of these Articles of Incorporation with the Ohio Secretary of State, is The E. Kenneth and Esther Marie Hatton Foundation (hereinafter referred to as the Corporation).

SECOND: The principal office of the Corporation is located in the City of Cincinnati, Hamilton County, Ohio.

THIRD: The Corporation is organized exclusively for charitable, religious, educational, scientific and nonprofit purposes, within the meaning of and to the fullest extent permitted by Section 1702.01(D) of the Ohio Nonprofit Corporation Law and Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted and as the same may be amended from time to time (Internal Revenue Code). These purposes are as follows:

- (1) To receive and maintain a fund or funds and to apply the income and principal thereof for charitable, religious, educational or scientific purposes; and more particular, but without limiting the generality of the foregoing, to make grants or loans to other entities organized and operated exclusively for charitable, religious, educational or scientific purposes; to promote education and research; to aid or assist individuals; and generally to carry on either along or in cooperation with others any and all activities in furtherance of one or more of the said purposes.
- (2) To take and hold by bequest, devise, gift, purchase or lease either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to amount or value; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income and principal of

the Corporation for any of the purposes hereinbefore set forth.

(3) To do all things necessary or appropriate in order to accomplish the foregoing purposes.

FOURTH: The Corporation shall possess all powers and authority permitted by law except:

- (1) 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 in furtherance of the purposes set forth in Article Third thereof.
- (2) 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.
- (3) Notwithstanding any other provision of these Articles of Incorporation, 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 Internal Revenue Code; or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

FIFTH:

- (1) The initial Members of the Corporation shall be E. Kenneth Hatton and Walter B. Lunsford and they shall serve for life while they are competent.
- (2) For purposes of this Article Fifth, a Member shall be considered incompetent (a) if, and as long as,

such Member is adjudicated incompetent; or (b) if two (2) doctors familiar with such Member's physical and mental condition certify that such Member is unable to transact ordinary business and until there is a like certification that such inability has ended. Any Member who is considered incompetent shall immediately cease to act as a Member on the date of such termination without the execution of any further instrument.

(3) The successor Members, or the manner in which successor Members shall be selected, shall be set forth in the Corporation's Code of Regulations.

<u>SIXTH</u>: The First Board of Trustees shall consist of the following persons:

NAME	ADDRESS
E. Kenneth Hatton	312 Walnut Street, Suite 1000 Cincinnati, Ohio 45202
Walter B. Lunsford	312 Walnut Street, Suite 1000 Cincinnati, Ohio 45202
James J. Menninger	312 Walnut Street, Suite 1000 Cincinnati, Ohio 45202

SEVENTH: Upon any dissolution of the Corporation, or any partial or entire liquidation of its property or assets, all of the Corporation's property of every nature and description shall, after making provision for discharge of all of the liabilities of the Corporation, be paid over and transferred to such one or more organizations or institutions which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as shall be selected by the Trustees of the Corporation at the time in accordance with the Corporation's Code of Regulations.

<u>EIGHTH</u>: These Articles of Incorporation may be amended, altered, superseded or repealed at any time by the unanimous written consent of the Members of the Corporation.

Walter B. Lunsford Sole Incorporator

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole Incorporator of The E. Kenneth and Esther Marie Hatton Foundation, hereby appoints WALTER S. LUNSFORD to act as its agent upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served. His complete address is 312 Walnut Street, Suite 1000, Cincinnati, Ohio 15202.

Date: MAY 6, 1997

Walter B. Lunsfor Sole Incorporator

ACCEPTANCE OF STATUTORY AGENT

5

WILLIAM H EDER JR

HAROLD G KORBEE

DAVID A CALDWELL.

ERIC C HOLZAPFEL PAUL R BERNINGER ROBERT P MALLOY

JEFFREY M ROLLMAN

STANTON H VOLLMAN

MARK S RECKMAN

JAMES B. HARRISON

GERALD G SALMEN

GARY J DAVIS

JANE M BENTZ"

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MARK R FITCH
MARTIN J KENWORTHYWILLIAM C PRICE
DOUGLAS L WESTENDORF

DAVID C DAMUZIO
JEFFREY MARKS
CAROL L DEDISCHEW
RALPH J. CONRAD
AMY GASSER CALLOW
JOY E GAZAWAY

USA M RAMMES

600 VINE STREET CINCINNATI, OHIO 45202-2409

TELEPHONE (513) 852-6000 FAX (513) 852-6087

WRITER'S DIRECT DIAL NUMBER

513-852-6056

May 8, 1997

COUNSEL

JOHN WOOD I ROBERT F RECKMAN ALBERT H NEMAN

RETIRED

HARRY M HOFFHEIMER ROBERT O LEMING

FRED C LAMPING (1903-1989)

"ALSO ADMITTED IN KENTUCKY
"ALSO ADMITTED IN MINNESOTA
""ALSO ADMITTED IN PENNSYLVANIA

FEDERAL EXPRESS

Corporations Division Ohio Secretary of State 30 East Broad Street, 14th Floor Columbus, OH 43266-0418

Re: The E. Kenneth and Esther Marie Hatton Foundation

To Whom It May Concern:

Enclosed for filing are the enclosed Articles of Incorporation for The E. Kenneth and Esther Marie Hatton Foundation, an Ohio nonprofit corporation. Our firm check in the amount of \$35.00 is enclosed for the \$25.00 filing fee and a \$10.00 EXPEDITE fee.

Please return the filed Articles to our office by Federal Express. A Federal Express return airbill is enclosed for your convenience.

Any questions regarding this filing should be directed to my attention, by collect call, at 513-852-6056. Thank you.

Very truly yours,

Brenda J. Bloemer Legal Assistant

BJB Enclosures

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