

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
03/27/96

CHARTER NUMBER: 279407
ROLL AND FRAME: 5465-1134

05465-1134

CORPORATION:

THE THOMAS B. FORDHAM FOUNDATION

DOCUMENT NUMBER	CODE	FEE
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96030422801	AMA	25.00
96030422801	MIS	10.00
	CHP	NO FEE

098685

RETURN TO: PORTER, WRIGHT, MORRIS & ARTHUR
ATTN K F BRUMIT
P O BOX 1805
DAYTON OH 45401-1805

TOTAL : 35.00

0317



The State of Ohio

Bob Taft

Secretary of State

279407

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 MIS CHP

of:

THE THOMAS B. FORDHAM FOUNDATION

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

Recorded on Roll 5465 at Frame 1136 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 26TH day of MARCH ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

054031-1106

279407
APPROVED
By RB
Date 3/26/96
Amount 25.01
96030422801

CERTIFICATE OF AMENDED
ARTICLES OF INCORPORATION

OF

THE THOMAS B. FORDHAM FOUNDATION

Chester E. Finn, who is President, and Chester E. Finn, Jr., who is Secretary of the above named Ohio Corporation organized not for profit do hereby certify that in a writing signed by all of the Trustees of the above named Corporation, acting as members pursuant to Ohio Revised Code Section 1702.14, the following Amended Articles of Incorporation were adopted:

AMENDED

ARTICLES OF INCORPORATION

OF

THE THOMAS B. FORDHAM FOUNDATION

The undersigned hereby state that the following Amended Articles of Incorporation are adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

FIRST. The name of the corporation shall be The Thomas B. Fordham Foundation (hereinafter referred to as the "Corporation").

SECOND. The place where the principal office of the Corporation is to be located is Dayton, Montgomery County, Ohio.

THIRD. The Corporation shall have perpetual existence and is organized and is to be operated exclusively for charitable, educational and scientific purposes. In particular the Corporation shall:

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MAR 26 1996
BOB TAFT
SECRETARY OF STATE

RECEIVED
MAR 25 1996
BOB TAFT
SECRETARY OF STATE

05465-1134

- (1) make grants for the purpose of advancing charitable and educational activities both within the city of Dayton, Ohio and elsewhere;
- (2) conduct such programs in the field of education as the Board of Trustees shall determine are appropriate from time to time;
- (3) engage in and sponsor research in the field of education and publish the results of such research;
- (4) provide scholarship assistance for students attending elementary, secondary and college level educational institutions; and
- (5) engage in any other activity which may be conducted by a not for profit corporation under the laws of the state of Ohio, an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law, (the "Code) and an organization, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2)(A) and 2522 of the Code

The Corporation shall have all the powers that may be conferred upon not for profit corporations formed under the laws of the State of Ohio to carry out its purposes.

FOURTH. The Corporation shall not authorize or issue shares of stock. 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 loans shall be made by the Corporation to its trustees or officers. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence

05465-1134

legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or against 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 Sections 170(c)(2), 2055, 2106(a)(2)(A) and 2522 of the Code.

During any period that the Corporation is described as a "private foundation" under Section 509 of the Code, it shall not (1) engage in any act of "self-dealing" as defined in Section 4941 of the Code, (2) retain any "excess business holdings" as defined in Section 4943 of the Code, (3) make any investments which would jeopardize the carrying out of any of the exempt purposes of the Corporation within the meaning of Section 4944 of the Code or (4) make any "taxable expenditure" as defined in Section 4945 of the Code. In addition, the Corporation shall make distributions to charitable organizations or for charitable purposes at such times and in such amounts as to avoid liability for the tax imposed by Section 4942 of the Code. This paragraph is to be interpreted in a manner consistent with Ohio Revised Code Section 1702.12(H) and is not meant to modify any of its provisions.

The Corporation hereby expresses the continuing intent to qualify as an entity exempt from federal income under Section 501(c)(3) of the Code.

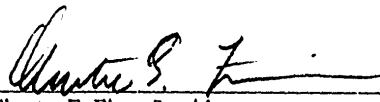
FIFTH. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation to The Dayton Foundation to create the Thomas B. Fordham Foundation Fund, provided, however, that if The Dayton Foundation is not then an organization

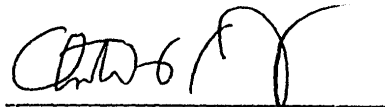
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described in Section 501(c)(3) of the Code, the Board of Trustees shall distribute the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall, at the time, qualify as an exempt organization or organizations described under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of 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.

SIXTH. The Articles of Incorporation may be amended at any time by the vote of a majority of the Trustees. *IN this Corporation, the Trustees are the only voting Members.*

IN WITNESS WHEREOF, the above named officers acting for and on behalf of the corporation have subscribed their names this 22 day of February, 1996.

By: 
Chester E. Finn, President

By: 
Chester E. Finn, Jr., Secretary

COLUMBUS/195184 01

Ohio Secretary of State Return Slip
Amendment/Amended articles

05-155-1134

March 26, 1996

Karen F. Brumit
Porter Wright Morris & Arthur
P. O. Box 1805
Dayton, Ohio 45401-1805

RECEIVED
MAR 27 1996

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

Re: THE THOMAS B. FORDHAM FOUNDATION

Document No. 36030422801

Additional Fee Required: \$

Dear Sir or Madam:

The enclosed documents are being returned unfilled 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 Close 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. 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 then 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.

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pick up