



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/12/2009	200916201568	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

ELLIS LAW OFFICE, LLC  
212 S. PARK AVENUE  
FREMONT, OH 43420

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

344112

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

**W. S. O. S. COMMUNITY ACTION COMMISSION, INC.**

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

Document(s)

**DOMESTIC/AMENDED RESTATED ARTICLES**

Document No(s):

**200916201568**



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 11th day of June, A.D.  
2009.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

**Expedite this Form:** (Select One)**Mail Form to one of the Following:**

☐ Yes PO Box 1390  
Columbus, OH 43216

\*\*\* Requires an additional fee of \$100 \*\*\*

☒ No PO Box 1329  
Columbus, OH 43216

### Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee \$50.00

2009 JUN 11 AM 10:32

**(CHECK ONLY ONE (1) BOX)**

<b>(1) Domestic for Profit</b> <input type="checkbox"/> Amended (122-AMAP)	<b>PLEASE READ INSTRUCTIONS</b> <input type="checkbox"/> Amendment (125-AMDS)	<b>(2) Domestic Nonprofit</b> <input checked="" type="checkbox"/> Amended (126-AMAN)	<input type="checkbox"/> Amendment (128-AMD)
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**Complete the general information in this section for the box checked above.**

Name of Corporation W S O S Community Action Commission, Inc.Charter Number 344112Name of Officer Neil McCabeTitle President/CEO
☒ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☒ A meeting of the ☐ shareholders ☒ directors (*nonprofit only*)

☐ members was duly called and held on \_\_\_\_\_  
 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

☐ In a writing signed by all of the ☐ shareholders ☐ directors (*nonprofit amended articles only*)  
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

**Clause applies if amended box is checked.**

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.  
If an amendment box is checked, complete the areas that apply.

**FIRST:** The name of the corporation is: W S O S Community Action Commission, Inc.

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

Fremont

(city, village or township)

Sandusky

(county)

**THIRD:** The purposes of the corporation are as follows:

See attached Additional Provisions.

**FOURTH:** The number of shares which the corporation is authorized to have outstanding is: \_\_\_\_\_

(Does not apply to box (2))

**REQUIRED**

Must be authenticated  
(signed) by an authorized  
representative  
(See Instructions)

Neil McCabe

Authorized Representative

Neil McCabe

(Print Name)

6-5-09

Date

\_\_\_\_\_

Authorized Representative

(Print Name)

\_\_\_\_\_

Date

**ADDITIONAL PROVISIONS TO  
AMENDED ARTICLES OF INCORPORATION  
OF  
WSOS COMMUNITY ACTION COMMISSION, INC.**

THIRD: The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), as amended, and more specifically:

- (a) To collect and analyze data on the incidence and nature of poverty in Seneca County and that part of Fostoria which lies in Hancock County, Sandusky County and that part of Bellevue which lies in Erie and Huron Counties, Ottawa County and Wood County, all of said counties being in the State of Ohio, which territory shall be known as the "W.S.O.S. area;" identify sub areas and groups where problems of poverty are concentrated; define major problems which require community action; and clarify objectives of attack upon such problems;
- (b) To analyze existing public and private agencies and services concerned with the problems of poverty and determine strategy and methods of fuller mobilization of public and private resources for support of community action efforts;
- (c) To stimulate, participate in and encourage programs for providing services, assistance, and other activities, with maximum possible involvement of people to be benefited, toward developing employment and economic opportunities, improving human performance, individual and group motivation, and productivity, and bettering conditions under which people live, learn and work;
- (d) To foster action planning for community service programs and plan and participate with local governments and other public, private and voluntary agencies or groups for the mobilization of required financial and other resources to participate in funding which may be available for such programs and for strengthening basic community services;
- (e) To develop and evaluate action plan proposals, participate with and foster cooperation among appropriate functional agencies, entities and groups, public and private, for implementation of specific action programs recommended and approved as components of a community action program or otherwise determined by the corporation's Directors to be in furtherance of the corporation's purposes and functions, including, but not limited to, programs for the provision, acquisition, construction, ownership, leasing, redevelopment or development of housing and housing related resources;
- (f) To serve as the principal public non-profit agency in the W.S.O.S. area for the solicitation of and the contracting for Federal funds available under the Economic Opportunity Act of 1964, as amended; and act as a fiscal agent for the utilization and application of Federal funds and other governmental and voluntary funds made available, either through subcontracting with appropriate operating organizations or agencies, or by establishing necessary administrative structures or organizations for the purpose;

- (g) To exercise any and all general corporate powers expressly or impliedly, granted by the laws of the State of Ohio to non-profit corporations in furthering any and all of the above general and specific purposes and functions;
- (h) To provide financial and other assistance to other communities, community organizations, voluntary associations and other entities that undertake similar activities as those described above for the benefit of residents in their territory, whether their territory includes some, none or all of the W.S.O.S. area; and,
- (i) To (1) solicit, receive and administer funds for educational and charitable purposes and, to that end, (2) take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another tax exempt organization or governmental entity, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount of value, (3) sell, convey or otherwise dispose of any such property and (4) invest, reinvest and otherwise deal with the principal or the income thereof in such manner as, in the judgment of the corporation's Directors, will best promote the purposes of the corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the Code of Regulations of the corporation or any laws applicable thereto.

In addition, in furtherance of the purposes described in the immediately preceding subparagraphs lettered (a) through (i):

The corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The corporation shall not engage in any transaction or permit any act or omission that could operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986.

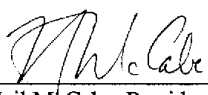
No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation, except in fulfillment of its charitable and educational purposes enumerated in subparagraphs lettered (a) through (i), above.

In the event of dissolution or liquidation of the corporation, any assets remaining shall be distributed among such other organization(s) as shall qualify at the time as an exempt organization described in Code Section 501(c)(3) as the Trustees shall determine, such assets to be used for purposes consistent with those described in subparagraphs (a) through (i), above.

The corporation shall also have such powers as are now or may hereinafter be granted under the laws of the State of Ohio that are in furtherance of the corporation's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax codes), as amended.

IN WITNESS WHEREOF, I have signed this instrument on the date set forth below.

Date: June 5, 2009

By:   
Neil McCabe, President, CEO and Authorized  
Representative of WSOS Community Action  
Commission, Inc.