



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/20/2004	200426400778	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00	.00	.00	.00

Receipt

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

ALAN JANISZEWSKI
1270 N FAIRFIELD RD
DAYTON, OH 45432

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1457295

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

THE OHIO EDUCATIONAL OUTREACH FOUNDATION

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

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200426400778



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 20th day of September,
A.D. 2004.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

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

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1028 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members
(Domestic)
Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit <input type="checkbox"/> Amended (122-AMAP)	PLEASE READ INSTRUCTIONS	(2) Domestic Non-Profit <input type="checkbox"/> Amended (126-AMAN)	<input checked="" type="checkbox"/> Amendment (128-AMD)
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Complete the general information in this section for the box checked above.	
Name of Corporation	<u>THE OHIO EDUCATIONAL OUTREACH FOUNDATION</u>
Charter Number	<u>1457295</u>
Name of Officer	<u>Dr. ALAN M. JANISZEWSKI</u>
Title	<u>DIRECTOR</u>
<input checked="" type="checkbox"/> Please check if additional provisions attached.	
The above named Ohio corporation, does hereby certify that:	
<input checked="" type="checkbox"/> A meeting of the <input type="checkbox"/> shareholders <input checked="" type="checkbox"/> directors (<i>non-profit amended articles only</i>)	
<input type="checkbox"/> members was duly called and held on <u>September 10, 2004</u> (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 <u>100</u> % as the voting power of the corporation.	
<input type="checkbox"/> In a writing signed by all of the <input type="checkbox"/> shareholders <input type="checkbox"/> directors (<i>non-profit amended articles only</i>)	
<input type="checkbox"/> 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: _____

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

(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:
 See Attached.

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)

Howard E Bethel

Authorized Representative

DR. HOWARD E. BETHEL

(Print Name)

2.0 Sep 04

Date

Authorized Representative

(Print Name)

Date

ARTICLE III

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. To provide K-12 extracurricular activities and opportunities committed to creating and sustaining student interest and ability in Math, science, and technology.
- B. To develop human potential by inspiring and compelling youth to achieve their dreams by providing education, experience, resources, and support through an interactive academic curriculum.
- C. To assist K-12 faculty in bringing the excitement and inspiration of math, science, and technology to their students.
- D. To support educational outreach activities that will further help students develop positive self-esteem, learn goal setting and achievement skills, and establish learning tools that will help lead to a drug-free lifestyle.
- E. To help develop future interest in science and engineering to provide for future national needs in these critical areas.
- F. To support numerous hands-on and participatory learning experiences and a strong motivation to learn.
- G. To operate exclusively in any manner for such educational outreach purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than six (4) persons. The initial number of Directors of this corporation shall be six (4) provided, however, that such number may be changed by a Bylaw duly adopted by the members.

B. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

C. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year and until the qualification of their successors in office. Directors shall be elected at the annual meeting of members. The annual meeting of Directors shall be held on the second Tuesday of May of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

D. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to do so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the board of Directors are as follows:

NAME	ADDRESS
DR. ALAN M. JANISZEWSKI	1692 Apache Trail Xenia, OH 45385
DR. HOWARD E. BETHEL	2461 Dakem Drive Beavercreek, OH 45434
KATHLEEN SCHWEINFURTH	5701 Longford Road Huber Heights, OH 45424
CONNIE JENSEN	2689 Greene Hills Drive Beavercreek, OH 45431

ARTICLE VI

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 III hereof.

B. 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.

C. 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(e)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) 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).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except of an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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 organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 50(c)(3) of the Internal Revenue code of 1986 (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

A. The qualification for members and the manner of their admission is to be as regulated in the Bylaw for this corporation.

The initial members of this corporation and their respective addresses are as follows:

NAME	ADDRESS
DR. ALAN M. JANISZEWSKI	1692 Apache Trail Xenia, OH 45385
DR. HOWARD E. BETHEL	2461 Dakem Drive Beavercreek, OH 45434
KATHLEEN SCHWEINFURTH	5701 Longford Road Huber Heights, OH 45424
CONNIE JENSEN	2689 Greene Hills Drive Beavercreek, OH 45431

B. The annual meeting of members shall be held on the second Tuesday of May each year at the principal office of the corporation, or at such other place of places as may be designated from time to time.

ARTICLE IX

Amendment of Bylaws

Subject to the limitations contained in the Bylaws concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to creation and sustainment of educational outreach activities and opportunities, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI

Registered Agent and Office

The address of the corporation's registered office shall be 1270 North Fairfield Road, Dayton, Ohio, 45432-2600, and the name of its registered agent at said address shall be Dr. Alan M. Janiszewski.

ARTICLE XII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set for the in the Bylaws of this corporation.