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| 03/24/2010 | 201008200847 | DOMESTIC ARTICLES/NON-PROFIT (ARN) | 125.00 | .00 | .00 | .00 | .00 |

Receipt

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

CHAMBER OF COMMERCE
110 W MAIN ST
EATON, OH 45320

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jennifer Brunner

1923642

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
PREBLE COUNTY DEVELOPMENT PARTNERSHIP, INC.
and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

201008200847

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 18th day of March, A.D.
2010.

Ohio Secretary of State



Prescribed by:

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) | |
| <input type="radio"/> Yes | PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 *** |
| <input checked="" type="radio"/> No | PO Box 670 Columbus, OH 43216 |

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

| | | |
|--|--|---|
| <input type="checkbox"/> (1) Articles of Incorporation Profit <small>(113-ARF) ORC 1701</small> | <input checked="" type="checkbox"/> (2) Articles of Incorporation Nonprofit <small>(114-ARN) ORC 1702</small> | <input type="checkbox"/> (3) Articles of Incorporation Professional <small>(170-ARP) Profession _____ ORC 1785</small> |
|--|--|---|

2010 MAR 18 AM 8:49

Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Preble County Development Partnership, Inc.

SECOND: Location EATON Preble
(City) (County)

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
(mm/dd/yyyy)

Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

The corporation is formed for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of Preble County.

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

(Refer to instructions if needed) _____
(No. of Shares) (Type) (Par Value)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name)

(Street) NOTE: P.O. Box Addresses are NOT acceptable.

(City) (State) (Zip Code)

(Name)

(Street) NOTE: P.O. Box Addresses are NOT acceptable.

(City) (State) (Zip Code)

(Name)

(Street) NOTE: P.O. Box Addresses are NOT acceptable.

(City) (State) (Zip Code)

REQUIRED

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

Joanne Y. Berneke
Authorized Representative

1/15/2010
Date

Joanne Y. Berneke
(print name)
1018 Meadow Thrush Dr
Clayton, OH 45315

Rebecca Butler
Authorized Representative

1/15/2010
Date

REBECCA BUTLER
(print name)
204 MONTEREY AVE
DAYTON OH 45419

Michael A. Snell
Authorized Representative

1/15/2010
Date

Michael A. Snell
(print name)
3581 Oxford Middletown Rd
Somerville, OH 45064

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Preble County Development Partnership, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

MATTHEW J. APPENZELLER
(Name)
1563 ROCKFORD PLACE
(Street) NOTE: P.O. Box Addresses are NOT acceptable.
CINCINNATI, Ohio 45223
(City) (Zip Code)

Must be authenticated by an authorized representative

Joanne W. Benish
 Authorized Representative

1/15/2010
 Date

Terrence Smith
 Authorized Representative

1/15/2010
 Date

Michael O'Neill
 Authorized Representative

1/15/2010
 Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, MATTHEW J. APPENZELLER, named herein as the
 Statutory agent for, Preble County Development Partnership, Inc.
 hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: *Matthew J. Appenzeller*
(Statutory Agent)

**BY LAWS of the
Preble County Development Partnership, Inc.
2010**

Article I: Membership

Section 1. The Trustees named by the incorporator of the Corporation shall be the first members and all persons thereafter elected by the members shall upon such election become members of the Corporation.

Section 2. Any regular member may resign at any time by notice in writing delivered to any officer of the Corporation other than himself. The resignation of a member shall constitute resignation by such person as a trustee and as an officer.

Article II: Meeting of Members

Section 1. There shall be an annual meeting of the members of the Corporation in the month of January, at such date, time and place fixed by the Board of Trustees. If the Board of Trustees does not fix such date, time and place, the annual meeting will be held the first Friday in February. Notification shall be provided to all members not less than five (5) days prior to the annual meeting. Notice of the meeting will be distributed via email and shall include an attached agenda and related attachments.

Section 2. Regular meetings of the membership will be called by a majority vote of the Board of Trustees. There shall be no less than four (4) meetings per year, including the annual meeting. Notification shall be provided to all members not less than five (5) days prior to the meeting.

Section 3. Special meetings of the members may be called and the date, time and place, and purpose(s) of the meeting specified, by the President or any three (3) members of the Board of Trustees. Notification shall be provided to all members not less than five (5) days prior to the meeting.

Section 4. A written or printed notice of every special meeting of the members stating the date, time, place and purpose thereof, shall be given to each member entitled to vote and to each member entitled to notice as provided by law. Public notice shall be given as provided by law. Notice may be given to a member in person, or may be emailed at least five (5) days before any such special meeting. Any member may waive in writing, either before or after the holding of such meeting, any notice required to be given by law or under these

regulations; and, by attendance at any meeting without protesting the lack of proper notice, or by voting at any meeting, a member shall be deemed to have waived notice thereof.

Article III: Board of Trustees

Section 1. The Board of Trustees shall be the governing board of the Corporation and shall consist of twenty-five (25) Trustees with voting rights; ten (10) from the public sector and fifteen (15) from the private sector. The Executive Committee shall nominate all candidates. All candidates will be approved by the Board of Trustees.

The Board of Trustees may appoint ex officio (non-voting) Board members by majority vote. Additional ex officio members may be appointed upon recommendation of any member of the Board of Directors and a majority vote.

Alternate Board Members: Each agency, board, business, commission, council, group, jurisdiction, political subdivision, or individual represented by a Preble County Development Partnership Board Member, as provided in the Code of Regulations, may designate an alternate for its Board Member. The name of the Board Member and alternate shall be provided to the Partnership Secretary, and shall be updated in writing by that agency, board, business, commission, council, group, jurisdiction, political subdivision, or individual whenever the designee is changed. Alternate Board Members shall have full power to vote and act as a Board Member at all such meetings that such alternate attends in lieu of the regularly designated Board Member. Alternate Board Members must be a member of the same agency, board, business, commission, council, group, jurisdiction, or political subdivision as the primary Board Member unless otherwise approved by a majority vote of the Board of Trustees.

Section 2. Removal: A Trustee may be removed for good cause shown by the majority vote of the remaining members of the Board of Trustees or may resign at any time by notice in writing delivered to any officer of the corporation other than himself. The trustee's alternate, where a trustee is subject for removal by a vote by the Board of Trustees, shall not vote on the motion to remove the trustee. Except in the case of death, removal, or resignation, a Trustee shall serve until his successor has been elected. In the event of any vacancy caused by the death, removal, or resignation of a Trustee or by the failure of the members to fill all the positions of the Board at the meeting at which the number of Trustees on the Board was fixed pursuant to Section 1 of the article, any such vacancy may be filled by the vote of a majority of the remaining Trustees.

Section 3. Conflicts of Interest: a Trustee that has an interest in a contract or transaction being considered by the Board or a Committee of the board of directors can prevent that contract or transaction from being void or voidable by disclosing *all material facts* of the conflict of interest to the Board or Committee that is considering the contract or transaction. Additionally the contract or transaction must be fair to the Corporation at the time it is authorized by the Trustees.

After such full disclosure, only disinterested directors shall participate in the Board's or Committee's vote on the contract or transaction. A majority vote of the disinterested Trustees is required to approve such an interested contract or transaction. This vote of disinterested Trustees is permissible even if the number of disinterested Trustees is less than the necessary quorum of the Trustees or Committee members because interested Trustees may still be counted in determining the presence of a quorum, even if they do not vote on the contract or transaction in which they have an interest.

Trustees must disclose any conflicts to the Board on issues under consideration by the Board. Trustees shall make every effort to disclose potential conflict before any discussion occurs on the matter, or as soon as the potential for conflict of interest becomes apparent to the Trustee.

A Trustee is not an interested trustee solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or his/her continuation in office as a Trustee of the Corporation.

Trustees who hold public office should be aware that their actions as Trustees of the Corporation may implicate ethics rules applicable to their other position as a public official.

Section 4. General Powers: The trustees shall have the exclusive power and authority to:

- A. Supervise, conduct, and authorize all activities that are the business and affairs of this corporation;
- B. Adopt by-laws for their own government not inconsistent with the Articles of Incorporation;
- C. Elect the officers of this Corporation;
- D. Remove any member of the Board of Trustees for any of the following causes:
 1. Failure of the member or alternate to attend any three regular meetings of the Board of Trustees within a 12 month period, unless any such absences shall have been excused by the President or Board of Directors.

Written notice for the removal of a trustee for unexcused absences from regular meetings shall be automatically processed by the President of the Corporation. The procedures established in subsection D2 below may be used in the disposition of each individual case.

2. Misfeasance, malfeasance, or nonfeasance in the performance of the powers, duties, or responsibilities of the office of a trustee. Action to remove a member of the Board of Trustees, except as in subsection D1 above, shall be taken by a written motion at a regular or special meeting of the trustees. The person sought to be removed shall be given written notice of the alleged grounds for removal by the member or members of the Board of Trustees who propose to make or support the motion for at least ten days prior to the meeting at which the motion is to be considered. The person sought to be removed shall be given an opportunity to be heard in person or by an attorney, and may offer evidence on his behalf. The motion to remove shall include a statement for the cause for removal. A motion to remove a trustee shall require an affirmative vote of the majority of the members of the Board of Trustees, other than the member sought to be removed. The member whose removal is sought shall not vote on any matter relating to the question of his removal. A vacancy created by the removal of a trustee shall be filled in the manner specified in Section 2 of this Article except in the event the person removed is a member of the Board of Trustees by virtue of being an elected official or appointed official. Where the member removed is an appointed or elected official, the legislative authority or board for that political subdivision shall appoint an appropriate elected or appointed official in the manner described above.
- E. Fix, define, and limit the powers and duties of all officers and employees, approve the hiring or dismissal of all employees, and establish employees' salaries;
- F. Require any officer, agent, or employee of the Corporation to be bonded for the faithful performance of the duties of such officer, agent, or employee; the fee to be paid by the Corporation.
- G. Designate a depository or depositories for the funds of the Corporation and to specify the officer, officers, or other persons who shall be authorized to sign checks, drafts, notes, contracts, deeds, mortgages, leases, and other instruments on behalf of the Corporation; these designations to be confirmed by resolution of the trustees, validated, and made a permanent part of the records of the Corporation.

ARTICLE IV: Meetings

Section 1. Annual Meeting: After each annual meeting of the members, or special meeting in lieu thereof, the newly elected Board of Trustees, if a quorum thereof be present, shall hold an organizational meeting at the same place for the purpose of electing officers or transacting any other business.

Notice of such meeting need not be given. If for any reason said organizational meeting is not held at such time, a special meeting for such purpose shall be held as soon as practicable.

Section 2. Regular Meetings: Regular meetings of the Board of Trustees will be held not less than four (4) times each year, including the annual meeting, at a place and time determined by a majority vote of the Board of Trustees. Notice of such meetings shall be advertised in the manner prescribed by law and this Code of Regulations.

Section 3. Special Meeting: A Special meeting of the members may be called and the date, time and place, and purpose(s) of the meeting specified, by the President or any three (3) members of the Board of Trustees. Notice of such meetings shall be advertised in the manner prescribed by law and this Code of Regulations.

Section 4. Quorum: At any meeting of the Board of Trustees a quorum, whether present or by proxy, shall consist of a majority of the Trustees in office at the time.

Section 5. Voting at Meetings: Any action, which may be taken at a meeting of the members at which a quorum is present, may be taken by a majority affirmative vote of the members present at such meeting. All voting shall be conducted by roll call vote and performed by the Secretary. Where a member has not appointed an alternate member as provided in this Code of Regulations, or where the member and the alternate are unable to attend any meeting of the members, any member may authorize another member by written proxy to vote for him/her on one or more questions voted on at a meeting of the members. Upon authorization by, and pursuant to procedure prescribed by the Board of Trustees, votes may be cast by mail, fax, email, or delivered in writing in person to another member, in any election to be held, or as to any other matter which is to be acted upon at a meeting of members. Members voting at a meeting by proxy at any one or more questions, in accordance with this section, shall be deemed to be present at the meeting for the purposes of determining the presence of a quorum. Votes cast by proxy shall be counted as if the members giving such proxy were present at the meeting and cast their votes thereat.

Section 6. Action Without Meeting: Any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing or writings signed by, all of the members of the Board of Trustees then in office.

ARTICLE V: Committees of the Board of Trustees

Section 1. Executive Committee: The Board of Trustees may create an Executive Committee which shall consist of:

- A. Immediate Past President
- B. President
- C. Vice President
- D. Secretary
- E. Treasurer

A primary activity of the Executive Committee shall be Long Range Strategic Planning.

In the event that the Immediate Past President cannot serve for any reason, the Board may exercise the option of electing an At Large Trustee to maintain a total of 5 executive committee members.

The Executive Committee shall serve at the pleasure of the Board of Trustees and shall set the agenda for Board Meetings, and attend to the management of the organization between regular meetings of the Board of Trustees. The duties of the Executive Committee shall include an annual evaluation of the Economic Development Director. The Executive Committee may act by a majority of the members of the Executive Committee at a meeting or in writing or writings, including electronic, signed by all of its Members.

Section 2. Standing and Ad hoc Committees: The Board of Trustees will have 4 standing committees in addition to the Executive Committee:

Nominating Committee
Business Development Committee (Retention and Attraction)
Marketing Committee
Workforce Development Committee

The Board of Trustees may create such additional standing committees or ad hoc committees as it deems appropriate. Each standing and ad hoc committee will have such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Committee, and shall elect the Members thereof.

Section 3. Nominating Committee: A nominating committee of no more than five Directors will be named by the Executive Committee, no later than the October meeting of the Executive Committee in odd numbered years starting in 2010. The only members of the Executive Committee who may serve on the Nominating Committee are the Immediate Past President and/or the current President. The Immediate Past President or current President shall Chair this

committee. The Nominating Committee shall seek qualified Directors, not including themselves, who are willing to have their names placed in nomination for officer positions coming due at the next Annual Meeting. The nominating committee shall place such names in nomination at the Corporation's Annual Meeting.

ARTICLE VI: Officers

Section 1. Officers: The elected officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and Two At-Large members.

Section 2. Election and Appointment: The Officers of the Corporation shall be chosen from the members of the Board of Trustees. A slate of officers will be forwarded to the Board of Trustees by the Nominating Committee at the Corporation's Annual Meeting. The President, Vice President and One At-Large Trustee will be elected in even numbered years. The Secretary, Treasurer and the Second At-Large Trustee will be elected in odd numbered years.

Section 3. Resignation: Any officer may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.

Section 4. Removal – Filling Vacancies: The Board of Trustees may remove any Officer at any time, with or without cause, by a vote of not less than three-fourths (3/4) of the Board of Trustees. Except in the case of death, removal or resignation, an elected officer shall serve until his successor has been elected. In the event of the death, removal or resignation of an elected officer (other than the President if there is a Vice-President in office at the time), the Board of Trustees shall elect a successor for the balance of the unexpired term of such officer. In the event of the death or resignation of the President (if there is a Vice President in office at the time), the Vice President shall assume the office of the President for the balance of the unexpired term, and shall be deemed to have resigned the office of Vice President.

Section 5. Term of Officers: All officers shall be elected for a 2-year term. Such terms, with the exception of the President are re-electable without limit. The President and At-Large Trustees shall be limited to serve three (3) consecutive 2-year terms but may serve another term after a 2-year break in service.

Section 6. President: The President shall preside at meetings of the members of the Board of Trustees, may designate the date, time, place, and purposes, if necessary, of meetings of the members and Board of Trustees as provided herein, may execute all authorized instruments, including without limitation contracts, notes, debentures, deeds, mortgages and other obligations in the

name of the Corporation and shall perform such other duties as the Board of Trustees may require. He/she shall have all such powers as may be reasonably construed as belonging to the President of a non-profit corporation. The President will serve as Chair of the Executive Committee.

Section 7. Vice President: In the case of the absence or disability of the President, or when circumstances prevent the President from acting, the Vice President shall perform all of the duties of President, and in such case shall have all of the powers and obligations of the President, and any such instruments so executed by the Vice President shall be as valid and binding as though executed by the President. The Vice President shall also perform other duties as the Board may require.

Section 8. Secretary: The Secretary shall take and keep records of all meetings of the members and the Board of Trustees and Executive Committee, conduct such correspondence of the Corporation as may be designated by the President, perform the usual duties of his office and perform other such duties as the Board may require. The elected Secretary may delegate the tasks of the office to an employee, assistant, or other person. The Secretary shall assume responsibility for the performance and accuracy of those required duties.

Section 9. Treasurer: The Treasurer shall be the custodian of all funds and securities in other corporations and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board of Trustees. He shall keep accurate financial accounts and hold the same open for examination of the trustees. On the expiration of the term of his office he shall turn over to his successor or to the Board of Trustees, all property, books, papers, computer files, and moneys of the Corporation in his hands.

Section 10. The Board of Trustees is authorized to delegate the duties of any officer to any other officer and generally to control the action of the officer and to require the performance of duties in addition to those mentioned herein.

Section 11. The Board of Trustees shall select depositories for the safekeeping of the moneys of the Corporation and establish the procedure for deposit, the Board of Trustees from time to time may authorize the investment of moneys of the Corporation as are not then required in any obligations in which a county or municipal corporation is authorized by the applicable sections of the Ohio Revised Code to invest its moneys.

ARTICLE VII: Indemnification of Trustees and Officers

Section 1. Indemnification: Each member of the Board of Trustees and officer of the Corporation (and its heirs, executors and administrators) who is made a

party of any litigation, action, suit or proceeding (whether civil, criminal, or administrative) by reason of his being or having been a trustee or officer of the Corporation or a trustee, director, or officer of any other corporation which he served at the request of the Corporation, shall be entitled to be indemnified by the Corporation against the reasonable expenses actually incurred by him in connection with the defense of such litigation, except in relation to the following matters:

- (a) Those as to which he shall finally be adjudged in such litigation to be liable because of dereliction in the performance of his duties as such trustee, director, or officer, or
- (b) Those which have resulted in a judgment in favor of the corporation and against him, or which are settled by any payment by him to the Corporation.

Except in cases where above clause (a) or clause (b) applies, "expenses" shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of *nolo contendere* or similar plea or in compromise or settlement of the litigation or in satisfaction of judgments, if, and only if, such indemnification, and the amounts to be indemnified against, are approved as being reasonably in the circumstance by (i) the vote of a majority of the Trustees of the Corporation in office if such majority are not involved in any such litigation, or (ii) the vote of a majority of the members of the Corporation excluding for the purposes hereof the members involved in such litigation or (iii) a court of competent jurisdiction. The forgoing right of indemnification shall not be exclusive of other rights to which such person, his heirs, executors or administrators, may be entitled.

ARTICLE VIII: Amendments to By Laws

Section 1. This Code of Regulations may be amended by assent thereto in writing signed by two-thirds of the members of the Board of Trustees, provided that the notice of said meeting stated the consideration of the amendment to be the purpose or a purpose of the meeting.