



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.sos.oh.us/sqs  
e-mail: bussary@sos.state.oh.us

Expedite this Form: (optional)	
Mail Form to either of the following:	
<input type="radio"/> Yes	PO Box 1380 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**

RECEIVED STATE  
SECRETARY OF  
DEC 17 PM 2:31  
CLIENT SERVICE CENTER  
COPY

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit <input type="checkbox"/> Amended (122-AMAP)	<b>PLEASE READ INSTRUCTIONS</b> <input type="checkbox"/> Amendment (125-AMDS)	(2) Domestic Non-Profit <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: The American Endowment Foundation

Charter Number: 850535

Name of Officer: Philip Tobin

Title: President

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the  shareholders  directors (non-profit amended articles only)

members was duly called and held on October 14, 2003  
(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 (non-profit 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: American Endowment Foundation

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

City of Hudson  
(city, village or township)

Summit  
(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)



Authorized Representative

Philip Tobin, Director and President  
(Print Name)

12/15/03  
Date

\_\_\_\_\_

Authorized Representative

(Print Name)

\_\_\_\_\_

Date

Attachment to Certificate of Amendment by Directors  
of The American Endowment Foundation  
Charter No. 850535

**THIRD.** The Corporation is organized and shall be operated as a community foundation. The Corporation, together with all trusts created in accordance with the Declaration of Trust Creating American Endowment Foundation Trust, shall be operated as constituent parts of this Corporation and may together be referred to as American Endowment Foundation.

The Corporation shall be operated exclusively for public charitable and educational uses and purposes, as will, in the absolute and uncontrolled discretion of the Board of Directors, most effectively assist and benefit the community consisting of the inhabitants of the United States of America, including within such purposes:

1. Investigating, engaging, conducting, supporting, promoting and extending financial aid through grants, gifts, contributions or other assistance to qualified charitable organizations or for public charitable or educational purposes;
2. Accepting or receiving, absolutely or in trust, from any individuals, firms, associations, corporations, trusts, foundations, or any government or governmental subdivision, unit or agency, gifts, legacies, bequests, devises, remainders, funds and property of any kind, tangible or intangible, real or personal;
3. Holding, managing, selling, investing, reinvesting the property so acquired by the Corporation and the income thereon and using, applying, contributing and disbursing the principal and the income thereof solely for the public charitable and educational purposes of the Corporation; and
4. Doing whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Non-Profit Corporation Law.

For the purposes of these Articles, "charitable purposes" includes educational, religious, scientific, public and other purposes contributions for which are deductible under Section

170(c)(1) and (2)(B) of the Internal Revenue Code of 1986 and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of said Code. Any reference in these Articles to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and any corresponding provision of any future United States federal revenue law.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any incorporator, member, trustee, director or officer of the Corporation, or to any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and no activity of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

It is intended that the Corporation shall have the status of an organization (a) which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of the Section 509(a) of the Internal Revenue Code, (b) to which contributions are deductible for Federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, (c) to which bequests are deductible for Federal estate tax purposes under Section 2055(a)(2) of the Internal Revenue Code, and (d) to which gifts are deductible for Federal gift tax purposes under Section 2522(a)(2) of the Internal Revenue Code. All terms and provisions of these Articles and the Code of Regulations of the Corporation and all operations of the Corporation shall be construed, applied and carried out in accordance with such intent.

Each donor or testator may express a desire at the time the gift, grant, devise or bequest is made to the Corporation (a) as to the time when and the charitable purpose for which the principal shall be distributed, and/or (b) as to the purpose for which the income shall be used for a definite or indefinite period. The making of any such gift, grant, devise or bequest to the

Attachment to Certificate of Amendment by Directors  
of The American Endowment Foundation  
Charter No. 850535  
Page 3

Corporation by a donor or testator, in trust or otherwise, shall be deemed to include the express assent and direction of the donor or testator that any such expressed desire of the donor or testator shall be respected and observed, subject, however, in every case, to the condition that if and whenever it shall appear to the Board of Directors that circumstances have so changed since the execution of the instrument containing any gift, grant, devise or bequest as to render unnecessary, undesirable, impractical or impossible of full and direct compliance with the terms of such instrument, or that said circumstances have so changed as to render said expressed desires no longer wise or beneficial, the Board of Directors, by resolution adopted by the affirmative vote of a majority of the Directors (and without the approval of any agent, investment manager, custodian or trustee) may at any time or from time to time, direct the application of such gift, grant, devise or bequest to such other public charitable or educational purposes as in their judgment will most effectually accomplish the general purposes of the Corporation, without regard to and free from any specific restriction, limitation or direction contained in such instrument.

The Corporation may be dissolved by the affirmative vote of a majority of the Directors, at a meeting held for the purpose of adopting a resolution of dissolution, or, without a meeting, by the written consent of all the Directors. Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and as other than a private foundation under Section 509(a)(1) of the Internal Revenue Code as the Board of Directors shall determine.

**MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF AMERICAN ENDOWMENT FOUNDATION**

**Held by consent as of November 20, 2015**

Pursuant to Section 1702.25 of the Ohio Revised Code and the provisions of the Code of Regulations of American Endowment Foundation in Akron ("Corporation"), the Directors of the Corporation held a Special Meeting of the Corporation by written consent and without the actual holding of a meeting as of November 20, 2015, for the purpose of adopting the following resolution:

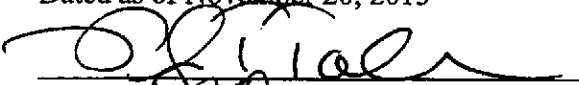
**Resolution**  
**Approval of Amended and Restated Articles of Incorporation**

**RESOLVED**, by the Board of Directors of American Endowment Foundation that the Amended and Restated Articles of Incorporation of the Corporation in the form attached hereto be, and the same hereby are, adopted to supersede the existing Articles of Incorporation of American Endowment Foundation and that the officers of the Corporation, or any of them, be, and they hereby are, authorized to execute and file these Amended and Restated Articles with the Secretary of State of Ohio.

**CONSENT AND WAIVER**

The undersigned, being all of the Directors of the Corporation, do hereby consent to the holding of a Special Meeting of the Directors by written consent and without the actual holding of a meeting, waiving notice of the time, place and purpose thereof; and by their signatures, affixed hereto, do hereby ratify, confirm, approve and adopt the action set forth in the official transcript hereinabove.

Dated as of November 20, 2015

  
\_\_\_\_\_  
Philip T. Fogin

\_\_\_\_\_  
Lawrence R. Spieth

  
\_\_\_\_\_  
Thomas J. Tobin

\_\_\_\_\_  
Julie C. Tutkovics

  
\_\_\_\_\_  
Gary Hanz

  
\_\_\_\_\_  
John Fogren

  
\_\_\_\_\_  
Alan D. Strauss

  
\_\_\_\_\_  
Carl Zipfel

\_\_\_\_\_  
Larry D. Randall

  
\_\_\_\_\_  
John Tobin

Directors

**MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS**

**OF AMERICAN ENDOWMENT FOUNDATION**

**Held by consent as of November 20, 2015**

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**Resolution**

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**RESOLVED**, by the Board of Directors of American Endowment Foundation that the Amended and Restated Articles of Incorporation of the Corporation in the form attached hereto be, and the same hereby are, adopted to supersede the existing Articles of Incorporation of American Endowment Foundation and that the officers of the Corporation, or any of them, be, and they hereby are, authorized to execute and file these Amended and Restated Articles with the Secretary of State of Ohio.

**CONSENT AND WAIVER**

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Dated as of November 20, 2015

\_\_\_\_\_  
Philip T. Tobin

\_\_\_\_\_  
Lawrence R. Spieth

\_\_\_\_\_  
Thomas J. Tobin

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*Julie C. Tutkovics*  
Julie C. Tutkovics

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Gary Hanz

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John Farren

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Alan D. Strauss

\_\_\_\_\_  
Carl Zipfel

\_\_\_\_\_  
John Tobin

Directors

**MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF AMERICAN ENDOWMENT FOUNDATION**

**Held by consent as of November 20, 2015**

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**Resolution**  
**Approval of Amended and Restated Articles of Incorporation**

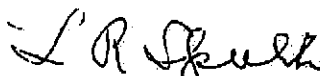
**RESOLVED**, by the Board of Directors of American Endowment Foundation that the Amended and Restated Articles of Incorporation of the Corporation in the form attached hereto be, and the same hereby are, adopted to supersede the existing Articles of Incorporation of American Endowment Foundation and that the officers of the Corporation, or any of them, be, and they hereby are, authorized to execute and file these Amended and Restated Articles with the Secretary of State of Ohio.

**CONSENT AND WAIVER**

The undersigned, being all of the Directors of the Corporation, do hereby consent to the holding of a Special Meeting of the Directors by written consent and without the actual holding of a meeting, waiving notice of the time, place and purpose thereof; and by their signatures, affixed hereto, do hereby ratify, confirm, approve and adopt the action set forth in the official transcript hereinabove.

Dated as of November 20, 2015

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John Farren

\_\_\_\_\_  
Alan D. Strauss

\_\_\_\_\_  
Carl Zipfel

\_\_\_\_\_  
John Tobin

Directors





Form 541 Prescribed by:  
**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[BusServ@OhioSecretaryofState.gov](mailto:BusServ@OhioSecretaryofState.gov)

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 1329  
Columbus, OH 43216

Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43216

**Certificate of Amendment**  
**(Nonprofit, Domestic Corporation)**  
**Filing Fee: \$50**

Check the appropriate box:

Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

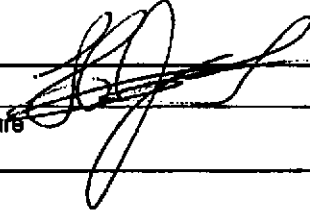
Charter Number

**A copy of the resolution of amendment must be attached to this document.**


Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.


**Required**

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).


X   
Signature

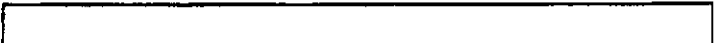
If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.


  
By (if applicable)

X   
Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

  
Signature

  
By (if applicable)

  
Print Name

**Resolution**  
**Approval of Amended and Restated Articles of Incorporation**

**RESOLVED**, by the Board of Directors of American Endowment Foundation that the Amended and Restated Articles of Incorporation of the Corporation in the form attached hereto be, and the same hereby are, adopted to supersede the existing Articles of Incorporation of American Endowment Foundation and that the officers of the Corporation, or any of them, be, and they hereby are, authorized to execute and file these Amended and Restated Articles with the Secretary of State of Ohio.

**Amended and Restated Articles of Incorporation of  
American Endowment Foundation**

**FIRST.** The name of the Corporation shall be American Endowment Foundation.

**SECOND.** The principal office of the Corporation is located in the City of Hudson in Summit County, Ohio.

**THIRD.** The Corporation is organized and shall be operated as a community foundation. The Corporation, together with all trusts created in accordance with the Declaration of Trust Creating American Endowment Foundation Trust, shall be operated as constituent parts of this Corporation and may together be referred to as American Endowment Foundation.

The Corporation shall be operated exclusively for charitable uses and purposes, as will, in the absolute and uncontrolled discretion of the Board of Directors, most effectively assist and benefit primarily the community consisting of the inhabitants of the United States of America, and secondarily communities outside of the United States of America including within such purposes:

1. Investigating, engaging, conducting, supporting, promoting and extending financial aid through grants, gifts, contributions or other assistance to qualified charitable organizations or for charitable purposes;

2. Accepting or receiving, absolutely or in trust, from any individuals, firms, associations, corporations, trusts, foundations, or any government or governmental subdivision, unit or agency, gifts, legacies, bequests, devises, remainders, funds and property of any kind, tangible or intangible, real or personal;

3. Holding, managing, selling, investing, reinvesting the property so acquired by the Corporation and the income thereon and using, applying, contributing and disbursing the principal and the income thereof solely for the charitable purposes of the Corporation; and

4. Doing whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Non-Profit Corporation Law.

For the purposes of these Articles, "charitable purposes" includes charitable, educational, religious, scientific, and other purposes contributions for which are deductible under Section 170(c)(1) and (2)(B) of the Internal Revenue Code of 1986 and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of said Code or in Section 501(c)(3) of the Code. Any reference in these Articles to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and any corresponding provision of any future United States federal revenue law.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any incorporator, member, trustee, director or officer of the Corporation, or to any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and no activity of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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Each donor or testator may express a desire at the time the gift, grant, devise or bequest is made to the Corporation (a) as to the time when and the charitable purpose for which the principal shall be distributed, and/or (b) as to the purpose for which the income shall be used for a definite or indefinite period. The making of any such gift, grant, devise or bequest to the

Corporation by a donor or testator, in trust or otherwise, shall be deemed to include the express assent and direction of the donor or testator that any such expressed desire of the donor or testator shall be respected and observed, subject, however, in every case, to the condition that if and whenever it shall appear to the Board of Directors that circumstances have so changed since the execution of the instrument containing any gift, grant, devise or bequest as to render unnecessary, undesirable, impractical or impossible of full and direct compliance with the terms of such instrument, or that said circumstances have so changed as to render said expressed desires no longer wise or beneficial, the Board of Directors, by resolution adopted by the affirmative vote of a majority of the Directors (and without the approval of any agent, investment manager, custodian or trustee) may at any time or from time to time, direct the application of such gift, grant, devise or bequest to such other charitable purposes as in their judgment will most effectually accomplish the general purposes of the Corporation, without regard to and free from any specific restriction, limitation or direction contained in such instrument.

The Corporation may be dissolved by the affirmative vote of a majority of the Directors, at a meeting held for the purpose of adopting a resolution of dissolution, or, without a meeting, by the written consent of all the Directors. Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable uses and purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and as other than a private foundation under Section 509(a)(1) of the Internal Revenue Code as the Board of Directors shall determine.