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| 04/23/2015 | 201511201615 | DOMESTIC NONPROFIT CORP - ARTICLES (ARN) | 125.00 | 0.00  | 0.00    | 0.00 | 0.00 |

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

THOMPSON HINE LLP  
ATTN: CAROL R. RUSSELL  
41 S. HIGH STREET; #1700  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2386814

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

**GREAT LAKES EXPOSITION, INC.**

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

Document(s)

**DOMESTIC NONPROFIT CORP - ARTICLES**

Effective Date: 04/17/2015

Document No(s):

**201511201615**



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  
23rd day of April, A.D. 2015.

Ohio Secretary of State



Form 532B Prescribed by:

**JON HUSTED**  
OHIO SECRETARY OF STATE

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

[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[busserv@OhioSecretaryofState.gov](mailto:busserv@OhioSecretaryofState.gov)

File online or for more information: [www.OHBusinessCentral.com](http://www.OHBusinessCentral.com)

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)

P.O. Box 1390  
Columbus, OH 43216

**Initial Articles of Incorporation**  
**(Nonprofit, Domestic Corporation)**  
**Filing Fee: \$125**  
**(114-ARN)**

**First:** Name of Corporation

**Second:** Location of Principal office  
in Ohio

City

County

State

Effective Date  
(Optional)

mm/dd/yyyy

(The legal existence of the corporation begins upon  
the filing of the articles or on a later date specified  
that is not more than ninety days after filing)

**Third:** Purpose for which corporation is formed

See Attachment to Articles of Incorporation

**\*\*Note for Nonprofit Corporations:** The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

**\*\*Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

## ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Great Lakes Exposition, 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

TH&F Statutory Agent Corp.

Name

41 S. High Street, Suite 1700

Mailing Address

Columbus

City

Ohio

State

43215

Zip Code

Must be signed by the  
Incorporators or a  
majority of the  
incorporators

Carol R. Russell  
Signature **Carol R. Russell, Incorporator**

Signature

Signature

## ACCEPTANCE OF APPOINTMENT

The Undersigned, TH&F Statutory Agent Corp., named herein as the

Statutory Agent Name

Statutory agent for Great Lakes Exposition, Inc.

Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

Carol R. Russell, Assistant Secretary

Individual Agent's Signature / Signature on behalf of Business Serving as Agent

**Carol R. Russell, Assistant Secretary**  
**TH&F Statutory Agent Corp.**

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

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

*Carol R. Russell*

Signature

By

Carol R. Russell, Incorporator

Print Name

Signature

By

Print Name

Signature

By

Print Name

**ATTACHMENT TO  
ARTICLES OF INCORPORATION  
OF  
GREAT LAKES EXPOSITION, INC.**

**THIRD.** The Corporation is organized and shall be operated exclusively for public charitable, educational, literary, and scientific purposes including particularly:

1. Conducting a periodic exposition in Cleveland, Ohio, featuring arts, culture, health and wellness, education, technology, science, and history, among other topics, drawing on Greater Cleveland's rich cultural heritage and its prominence in health care, higher education, and biotechnology, all to stimulate public interest in and greater appreciation of the literary, visual, performing, musical, theater, and science arts and to educate the public on useful topics to improve health and wellbeing, encourage innovation, and advance society;
2. Building a sense of unity and civic pride among residents of Greater Cleveland around the region's culture, history, and industry;
3. Enhancing public access to and strengthening the connections among Greater Cleveland's museums and educational institutions dedicated to the literary, visual, performing, musical, theater, and science arts;
4. Promoting the revitalization of Greater Cleveland through events that bring residents and visitors together to celebrate the cultural and other offerings of the region;
5. Acquiring or receiving from any persons, firms, associations, corporations, trusts or foundations by deed, gift, purchase, bequest, devise or otherwise, cash, securities and other property, real and personal, and holding, administering, managing, investing, reinvesting and disbursing the principal and income thereof solely for the purposes stated in these Articles of Incorporation; and

6. Doing whatever is deemed necessary, useful, advisable or conducive to effect the purposes of the Corporation, including the exercise of all other authority and powers permitted to corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law except as expressly provided in these Articles of Incorporation.

The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article THIRD. No part of the net earnings of the Corporation shall inure to the benefit of any Incorporator or Director of the Corporation, or of 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 which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (a) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code and (b) gifts and bequests to which are deductible for federal gift tax and federal estate tax purposes under Section 2522(a)(2) and Section 2055(a)(2) of the Internal Revenue Code, respectively, for so long as such taxes apply. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

**FOURTH.** The Corporation may be dissolved upon the adoption of a resolution of dissolution (i) without a meeting, by the written consent of all the Directors, or (ii) at a meeting of the Board of Directors held for that purpose, by the vote of a majority of the full number of Directors. Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to such organization or organizations described in Section 501(c)(3) of the Internal Revenue Code, organized and operated to advance charitable purposes, if practicable charitable purposes similar to the Corporation's purposes, as the Board of Directors shall determine. If for any reason the Board of Directors fails to so distribute any such assets, the assets not so disposed of shall be distributed exclusively for charitable and educational purposes to such organizations described in Section 501(c)(3) of the Internal Revenue Code, organized and operated for charitable purposes, if practicable charitable purposes similar to the Corporation's purposes, as may be designated by the Court of Common Pleas in the county in which the principal office of the Corporation is then located.

**FIFTH.** These Articles of Incorporation may be amended, or new Articles of Incorporation may be adopted (iii) without a meeting, by the written consent of all the Directors, or (iv) at a meeting of the Board of Directors held for that purpose, by the vote of a majority of the full number of Directors.

**SIXTH.** All references in these Articles of Incorporation to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under those Sections and provisions.