

## ARTICLES OF INCORPORATION

(Under Chapter 1702 of the Ohio Revised Code)  
Non-Profit Corporation

The undersigned desiring to form a corporation, not for profit, under Sections 1702.01 e. seq. of the Ohio Revised Code, do hereby state the following:

- FIRST: The name of said corporation shall be OHIO SCHOOL COUNSELOR ASSOCIATION.
- SECOND: The place in Ohio where its principal office is located is ~~Lancaster~~ Dublin, Fairfield-Franklin County, Ohio or such other location in the State of Ohio as may be determined by the Board of Directors.
- THIRD: The purposes for which this corporation is formed are:
- 1) To promote a ~~more~~ uniform adoption and application of the principles, philosophies, standards and methods of Ohio school counselors, ~~and to encourage networking and cooperation by and between Ohio school counselors~~ through the establishment and operation of a school counselor's association.
  - 2) To ~~promote the best interest of our students, their parents and our schools by educating the public on the value, roles and responsibilities of school counselors to and in our school systems.~~ educate, support, advocate for and promote the value, roles and responsibilities of school counselors to students, parents, schools, government and the public at large.
  - 3) To ~~endeavor to rise to~~ uphold the highest degree ~~the~~ of standards, ethics and practices of Ohio school counselors, and those who work with, for and on behalf of said counselors.
  - 4) To provide opportunities for education, networking and interaction by and between Ohio school counselors and those who work with, for and on behalf of said counselors.
  - 5) ~~To issue such publications as the Board of Directors may authorize for the purpose of introducing or promoting school counselors, educating school counselors on current trends and other topics of interest.~~
  - 6) ~~To conduct such activities and events as the Board of Directors may authorize for the purpose of educating our members on, or introducing, promoting or describing the roles, duties and responsibilities of school counselors to our students, their parents, the schools and the public at large.~~

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Ohio and objects and purposes herein set forth, it is expressly provided that the Corporation shall also have the following powers:

- 1) To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to the amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, and other negotiable instruments and evidences of indebtedness.
- 2) To purchase, lease, accept and receive by gift, devise or bequest, hold, sell, mortgage, or otherwise acquire, dispose of or deal in and with real and personal property of all kinds; to enter into, make, perform, carry out and enforce any contract, agreement or transaction which it may desire to enter into, pursuant to any of its general purposes, and with any person, firm, association, trust or corporation, and to do and perform any and all acts and things necessary or expedient for carrying on any and all of the objects and purposes of the Corporation not forbidden by its Articles of Incorporation or Code of Regulations or by the laws of the United States or the State of Ohio.
- 3) To have offices and promote and carry on its objects and purposes within the State of Ohio.
- 4) Subject to the provisions of its Articles of Incorporation and Code of Regulations, to do, perform and engage in such other acts, things, business, transactions and operation as may be incidental to, or that may facilitate, the business and general purposes of the Corporation, and to safeguard and promote the interests and welfare of our members.
- 5) In general, to have all the powers conferred upon a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) by the laws of the State of Ohio, except as herein prohibited or forbidden by the Articles of Incorporation or the Code of Regulations of the Corporation, and to do any and all things, herein before set forth to the same extent as natural persons might or lawfully could do.

FOURTH: The following persons, not less than three, shall serve said Corporation as founding Directors until the first annual meeting or other meeting called to elect Directors: Terri Pregitzer, Susan Sears, Alice Morgan, and Judy Howard.

FIFTH: The property and assets of the Corporation shall be managed and controlled by the Board of Directors. The number of Directors shall be determined by the Members, and shall not be less than three. If the number of Directors exceeds three, the number shall be increased so that at all times there is an odd number of Directors.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit, 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 ~~the third~~ Article Third hereof. Notwithstanding any other provisions of these Articles of Incorporation, 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(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation.

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to such other organization with purposes similar to the purpose of this Corporation, as the Board of Directors shall determine. Any of such assets not to be disposed shall be disposed by the Court of Common Pleas of the county in which the principal office of this Corporation is then located exclusively for such purposes and to such organizations, as said Court shall determine, which are organized and operated for such purposes.

EIGHTH: ~~Members of this Corporation may consist of four classes of members, Professional, Associate, Student and Retire.~~ All persons holding membership in Ohio School Counselor Association, an unincorporated association, at the time of the filing of these Articles of Incorporation with the Secretary of State of the State of Ohio shall automatically become Members of this Corporation in the same classification as held in said unincorporated association, subject, however to all the provisions of the Code of Regulations.

NINTH: The Corporation shall keep correct and complete books and records of account, together with minutes of the proceedings of its Members and Directors, subject to limitations prescribed in the Article of Incorporation or Code of Regulations. All books and records of the Corporation may be examined by any member or director or the agent or attorney of either, for any reasonable and proper purpose and at any reasonable time.

TENTH: At any meeting of the Members of this Corporation called together according to the guidelines set forth in the Code of Regulations, at which at least ~~a majority of the~~ twenty-five (25) Members entitled to vote at such meeting are present in person, these Articles of Incorporation may be amended by a simple majority vote of the members present at the meeting, provided the notice of the meeting sets forth the text of such proposed amendment. Notice of the meeting shall be served personally or by postal and/or electronic mail, on all Members not less than ~~fourteen~~ ten (10) days

before such meeting, but no more than sixty (60) days prior to such meeting, amendments to the Articles of Incorporation may be proposed upon recommendation of the Board of Directors or upon recommendation in writing to the Board of Directors of any ten (10) Members of the Corporation.

ELEVENTH: At a special meeting of the Members of Ohio School Counselor Association, an unincorporated association, held on October 2, 1999, said unincorporated association authorized the incorporation of said unincorporated association as a nonprofit corporation pursuant to Section 1702.04, Ohio Revised Code, by the same procedure and affirmative vote of its voting Members as the Code of Regulations of said unincorporated association requires for an amendment to such Code of Regulations. Notice of said special meeting state that one of the purposes of said meeting was to authorize the incorporation of Ohio School Counselor Association as a nonprofit corporation.

TWELTH: At a meeting of the Members of Ohio School Counselor Association held on November 2, 2012, said Corporation, by the same procedure and affirmative vote of its voting Members as the Articles of Incorporation of said Corporation requires for an amendment to such Articles of Incorporation, approved the amendments and revisions recommended by the Board of Directors, as supported by legal counsel. Notice of said meeting state that one of the purposes of said meeting was to authorize the amending of the Articles of Incorporation of Ohio School Counselor Association.

IN WITNESS WHEREOF, we have hereunto subscribed our name, this 2<sup>nd</sup> day of November, 2012.

By: \_\_\_\_\_, Director  
Shawn Grime, 200 Rosewood Court, Archbold, OH 43502

\_\_\_\_\_, Director  
Angel Rhodes, 7373 Christie Chapel Road, Dublin, OH 43017

\_\_\_\_\_, Director  
Sara Willaims, 158 Sunbury Road, Chillicothe, OH 45601

\_\_\_\_\_, Director  
Eileen McGarvey, 9815 Haverford Place, Pickerington, OH 43147