

**BRECKSVILLE COMMUNITY IMPROVEMENT CORPORATION  
ACTION BY WRITTEN CONSENT TO AMEND THE ARTICLES OF  
INCORPORATION**

The undersigned, being all the Directors of Brecksville Community Improvement Corporation, an Ohio nonprofit corporation (the "CIC"), do hereby adopt the following resolutions by unanimous written consent, as permitted by Section 1702.25 of the Ohio Revised Code (the "ORC") on this 2<sup>nd</sup> day of April, 2019.

WHEREAS, the CIC was formed on March 28, 2014 by filing Articles of Incorporation with the Ohio Secretary of State, which were duly approved by the Ohio Attorney General, as required by Section 1724.04 of the ORC, on April 8, 2014; and

WHEREAS, the Board of Directors of the CIC wishes to amend the Articles of Incorporation as originally filed in order to clarify the CIC's purpose and dissolution clauses so as to facilitate the CIC's pending application to the Internal Revenue Service for tax-exempt status; and

WHEREAS, the Articles of Incorporation may be amended by the unanimous written consent of the Directors of the CIC, provided that any such amendment shall be first approved by the City Council of the City of Brecksville, Ohio; and

WHEREAS, on APRIL 2, 2019, the City Council of the City of Brecksville, Ohio approved the amendment of the Articles of Incorporation in the manner set forth below.

NOW THEREFORE BE IT RESOLVED, that Article Third of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Third: The Corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law). In particular, the sole purposes for which the Corporation is formed are to advance, encourage and promote the industrial, economic, commercial and civic development of the City of Brecksville, Ohio and to act as the designated agency of the City of Brecksville, Ohio, for the industrial, commercial, distribution and research development in such political subdivision in accordance with Section 1724.10 of the Ohio Revised Code."

RESOLVED FURTHER, that Article Eighth of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Eighth: In the event of any voluntary or involuntary dissolution or liquidation of the corporation, or in the event of failure to reinstate these Articles after cancellation thereof, any remaining assets of the Corporation shall be paid over and distributed as determined by the directors with the approval of the Court of Common Pleas of Cuyahoga County, to the City of Brecksville, a political subdivision of the state of Ohio, to be used exclusively for designated civic projects or other public charitable purposes within the City of Brecksville."

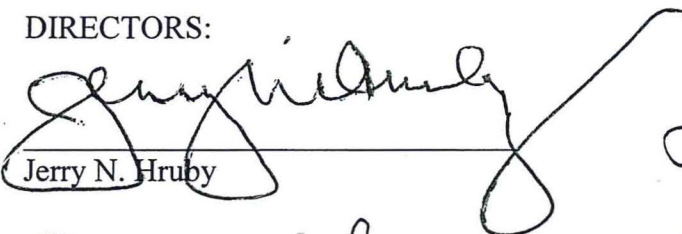
RESOLVED FURTHER, that the Officers, Directors and Employees of the CIC be and hereby are authorized to file a Certificate of Amendment of the CIC's Articles of Incorporation with the Ohio Secretary of State and to file such further certificates, returns, or reports as may be necessary and appropriate to evidence the foregoing amendment; and

RESOLVED FINALLY, that each of the Officers, Directors and Employees of the CIC be, and hereby are, authorized to execute and deliver on behalf of the CIC all such further agreements, documents and instruments, to take, on behalf of the CIC, all such further actions, and to pay on behalf of the CIC all such expenses that he or she determines to be necessary or desirable in order to carry out the foregoing resolutions, the execution and delivery of any such documents or instruments, the taking of any such actions, and the payment of any such expenses to be conclusive evidence that the same has been authorized by these resolutions.

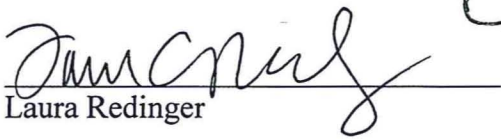
This instrument may be executed in one or more counterparts, all of which shall be considered the same agreement.

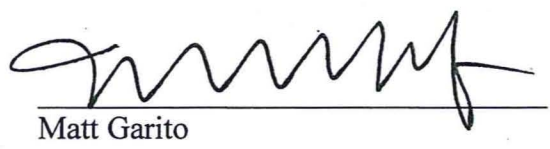
IN WITNESS WHEREOF, the undersigned have executed this instrument to be effective on the day and year first above written.

DIRECTORS:

  
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Jerry N. Hruby

  
\_\_\_\_\_  
Laura Starosta

  
\_\_\_\_\_  
Laura Redinger

  
\_\_\_\_\_  
Matt Garito

  
\_\_\_\_\_  
Mike Harwood