

**The A. Margaret Boyd Overseas Foundation**  
**Doing Business as *Alpha Delta State Ohio Educational Foundation***  
**Amended Articles of Incorporation**

We, the undersigned natural citizens, of the age of eighteen years or more, do hereby make and acknowledge the Articles of Incorporation for the purpose of expanding a non-profit corporation pursuant to the Ohio Revised Code, Title (17) XVII Corporations – Partnerships: Chapter 1716: Charitable Organizations. This non-profit Corporation shall be in alliance with, but operate independently from, The Ohio State Organization of the Delta Kappa Gamma Society International (Alpha Delta State), hereinafter referred to as Alpha Delta State.

**ARTICLE 1. NAME**

The name of this corporation shall be “Alpha Delta State Ohio Educational Foundation” hereinafter referred to as “ADSOEF”.

**ARTICLE 2. DURATION**

The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall accept a resolution recommending that the corporation be dissolved pursuant to the Ohio Revised Code.

**ARTICLE 3. EFFECTIVE DATE**

The effective date of incorporation shall be upon filing by the Secretary of State.

**ARTICLE 4. MEMBERSHIP**

All members of Alpha Delta State shall be members of ADSOEF. There shall be no fees for membership in ADSOEF.

**ARTICLE 5. TYPE OF NON-PROFIT CORPORATION**

ADSOEF is a charitable organization as defined by Section 501(c)(3) of the Internal Revenue Code of 1986 and Ohio Revised Code 1716.

**ARTICLE 6. REGISTERED AGENT AND OFFICE**

The street address of the registered office of the corporation is (the address of the current treasurer):

8726 Redcloud Court  
Cincinnati, Ohio 45249-2317

The name of the registered agent is:

Diana Haskell

**ARTICLE 7. PRINCIPAL OFFICE**

The corporation has a principal office. The street address of the principal office is:

8726 Redcloud Court  
Cincinnati, Ohio 45249-2317

#### **ARTICLE 8. MAILING ADDRESS**

The mailing address of the principal office:

8726 Redcloud Court  
Cincinnati, Ohio 45249-2317

#### **ARTICLE 9. DIRECTORS**

The corporation's initial directors are as follows:

Dr. Norma Kirby, 6310 State Route 41 NW, Washington Court House, OH 43160-9972  
Patricia Cermak, 9504 Greenhaven Parkway, Brecksville, OH 44141-1607  
Meier Bauer, 465 Woodlands Ridge Drive, Cincinnati, OH 45238-5162

#### **ARTICLE 10. INCORPORATORS**

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

#### **ARTICLE 11. DISTRIBUTIONS**

The Alpha Delta State Ohio Educational Foundation shall provide funding to serve charitable purposes relating to professional and personal growth.

#### **ARTICLE 12. PROHIBITED ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article 11. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation.

#### **ARTICLE 13. DISTRIBUTIONS UPON DISSOLUTION**

Upon dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such an organization or organizations as said shall determine which are organized and operated exclusively for such purposes.

**ARTICLE 14. INCORPORATORS**

Meier Bauer, 465 Woodlands Ridge Drive, Cincinnati, OH 45238-5162

Diana Haskell, 8726 Redcloud Court, Cincinnati, Ohio 45249-2317

Dr. Norma Kirby, 6310 State Route 41 NW, Washington Court House, OH 43160-9972

Marilyn Slusser, 2721 Pine Valley Court, Dayton, Ohio 45414-

IN WITNESS WHEREOF, We have hereunto subscribed our names this seventh day of June, 2017.

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Incorporators