



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/11/2007	200734402586	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00	.00

Receipt

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

BENESCH FRIEDLANDER COPLAN & ARONOFF
41 S HIGH STREET
SUITE 2600
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner**1744795**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
ANTIOCH COLLEGE CONTINUATION CORPORATION
and, that said business records show the filing and recording of:

Document(s)
DOMESTIC ARTICLES/NON-PROFIT

Document No(s):
200734402586



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 7th day of December,
A.D. 2007.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the following:	
☐ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
☒ No	PO Box 670 Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) ☐ Articles of Incorporation Profit (113-ARF) ORC 1701	(2) ☒ Articles of Incorporation Non-Profit (114-ARN) ORC 1702	(3) ☐ Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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Complete the general information in this section for the box checked above.

FIRST: Name of Corporation	Antioch College Continuation Corporation	
SECOND: Location	Yellow Springs (City)	Greene (County)
Effective Date (Optional)	_____ (mm/dd/yyyy) <i>Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.</i>	
☒ Check here if additional provisions are attached		

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed
See attached

Complete the information in this section if box (1) or (3) is checked.

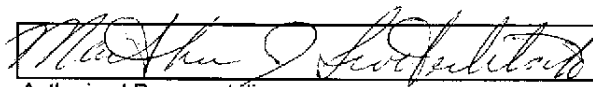
FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

(Refer to instructions if needed)

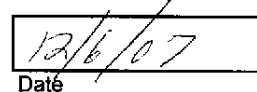
_____	_____	_____
(No. of Shares)	(Type)	(Par Value)

Completing the information in this section is optional**FIFTH:** The following are the names and addresses of the individuals who are to serve as initial Directors.(Name)(Street)**NOTE: P.O. Box Addresses are NOT acceptable.**(City)(State)(Zip Code)(Name)(Street)**NOTE: P.O. Box Addresses are NOT acceptable.**(City)(State)(Zip Code)(Name)(Street)**NOTE: P.O. Box Addresses are NOT acceptable.**(City)(State)(Zip Code)**REQUIRED**

Must be authenticated
(signed) by an authorized
representative
(See Instructions)



Authorized Representative



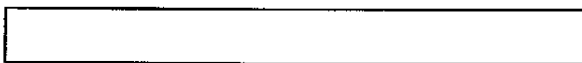
Date

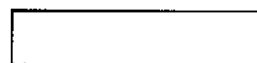
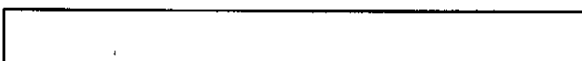
Martha J. Sweterlitsch

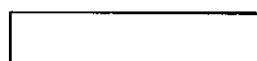
(Print Name)

Benesch, Friedlander, Coplan & Aronoff, LLP,

41 S. High St., suite 2600, Columbus, Ohio 43215


 Authorized Representative


 Date
(Print Name)

 Authorized Representative


 Date
(Print Name)

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Antioch College Continuation Corporation 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

ACFB, Inc.

(Name)

41 S. High St., suite 2600

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Columbus

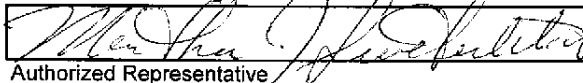
(City)

Ohio

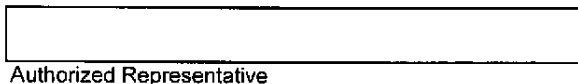
43215

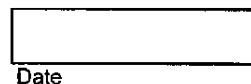
(Zip Code)

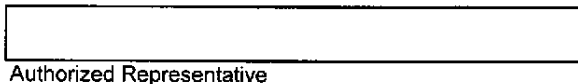
Must be authenticated by an
authorized representative

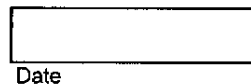

Authorized Representative

12/6/07
Date


Authorized Representative


Date


Authorized Representative


Date

ACCEPTANCE OF APPOINTMENT

The Undersigned,

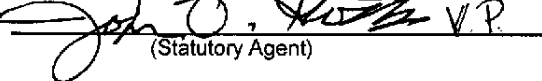
ACFB, Inc.

, named herein as the

Statutory agent for,

Antioch College Continuation Corporation

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

Signature: 

(Statutory Agent)

**ADDITIONAL PROVISIONS OF
THE INITIAL ARTICLES OF INCORPORATION
OF
ANTIOCH COLLEGE CONTINUATION CORPORATION**

THIRD: PURPOSES

The purposes for which the corporation is formed are as follows: the Corporation is organized exclusively for charitable and educational purposes as set forth in § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law ("Code"), including, for such purposes, the making of distributions to organizations that qualify as charitable or educational tax exempt organizations under Code § 501(c)(3), other than private foundations, and including, but not limited to, the following:

- (i) To receive the assets of Antioch College wherever located including, without limitation, those assets located in Yellow Springs, Ohio, and to operate Antioch College as an educational institution at that location and at such other places as its Board of Trustees may determine, where instruction in every branch of useful learning may be given, and where equal facilities for education may be afforded to both sexes of persons;
- (ii) To conduct any or all lawful affairs, not required to be specifically stated in the Articles of Incorporation, for which nonprofit corporations may be incorporated under the laws of the State of Ohio, but exclusively limited to those activities that are within the scope of permissible activities under Code § 501(c)(3); and
- (iii) To receive and administer funds within the scope of the above-stated purposes and exclusively for charitable and educational purposes within the meaning of Code § 501(c)(3) and, these Articles of Incorporation and, to that end, to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property; to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Trustees, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the financial gain or other benefit of its Trustees or Officers or any other non-charitable person.

FOURTH: USE OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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 and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law.

FIFTH: DISSOLUTION.

This Corporation may be dissolved by resolution of a majority of its Trustees.

Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes, all of the foregoing within the meaning of Article III hereof and within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to an agency of federal or state government exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SIXTH: MEMBERS.

The Corporation shall not have members.