

MINUTES OF A MEETING AND ACTION OF THE INCORPORATOR
OF THE CENTERVILLE COMMUNITY IMPROVEMENT CORPORATION
HELD AT CENTERVILLE, OHIO, ON April 30, 1973

Pursuant to the receipt from the Secretary of State of Ohio of the recorded Articles of Incorporation of the Centerville Community Improvement Corporation, which Articles were approved for filing by the Attorney General of the State of Ohio pursuant to Section 1724.04 of the Ohio Revised Code which Articles were filed in the office of the said Secretary of State on February 27, 1973, the following action was taken by the incorporator with respect to the adoption of regulations and election of trustees as provided for a Article Fourth of the Articles of Incorporation.

RESOLVED, that the following are hereby adopted as the regulations of this corporation:

ARTICLE I

OFFICES

The principal office of the corporation shall be in Centerville, Montgomery County, Ohio.

ARTICLE II

MEETINGS

The meetings of the officers and trustees of the corporation may be held in Centerville, Montgomery County, Ohio, or such other place as the President may designate.

The regular meetings of the corporation may be set at any previous regular meeting of the corporation. Special meetings may be called by the President or a majority of the Board of Trustees upon twenty-four hours notice to all Trustees by a letter, telephone or personally.

There shall be an annual meeting of the members of the Board of Trustees of the corporation in the month of January, at such date, time and place as may be fixed by the Board of Trustees, provided that if such Board does not fix such date, time and place by the 15th day of January, then the President of the corporation shall do so.

In the event the corporation should have members who are not trustees, they shall be notified of the aforesaid annual meeting by the giving of ten days written notice.

ARTICLE III

VOTING

All officers and trustees of the corporation shall have one vote and must be present to vote. No votes by proxy will be counted and no member of the corporation, other than officer or trustee, shall have the right to vote by virtue of membership. A simple majority of all present and voting will carry any question as a resolution of the corporation. No election, vote or business shall be held by the corporation unless a quorum is present, which quorum shall consist of a majority of the trustees and officers.

ARTICLE IV

BOARD OF TRUSTEES

The management of all of the affairs, property and business of the corporation shall be vested in a Board of Trustees, which Board shall initially be those designated in the Articles of Incorporation. The Board of Trustees shall annually elect each member of the City Council of the City of Centerville, Ohio, as a trustee and may, in addition thereto, designate other members of the corporation as trustees. The term of the trustees shall be for one year. A trustee must reside in the City of Centerville, Ohio, and in the case of the Centerville City Council Members, must remain a member of the said City Council, in order to retain membership on the Board of Trustees. Each member of the Centerville City Council shall be entitled to serve as a trustee of the corporation so long as he retains his membership on the Centerville City Council.

Any vacancies among the Board of Trustees shall be filled by a majority election of the remaining members of the Board of Trustees from the membership of the corporation, in the case of non-Centerville City Council members, and in the event said vacancy shall be among the Centerville City Council members serving as Trustees, the trustees shall elect said Council Members successor on the City Council as a trustee. The number of trustees may be increased or decreased at any time by a majority vote of trustees at a regular or special meeting; provided, however, that the number of trustees shall never be reduced below the number of Centerville City Councilmen serving as Trustees.

ARTICLE V

OFFICERS

The officers of the corporation shall consist of President, who shall also be Chairman of the Board of Trustees, Vice - President, Secretary and Treasurer, and such other officers as the Board of Trustees shall see fit. The terms of office of the respective officers shall be for one year or until they are no longer members of the corporation if such cessation of membership should occur prior to the expiration of the term of office. The officers of the corporation shall be elected by a majority of all members of the Board of Trustees voting at the first meeting of the Board of Trustees of the corporation. Vacancies in any office shall be filled at any regular or special meeting of the Board of Trustees subsequent to such vacancy subject to majority vote of the voting members of the Board of Trustees.

ARTICLE VI

DUTIES OF OFFICERS

1. The duties of the President are to preside at all meetings of the corporation or its Board of Trustees and to do all things usually done by a president of a corporation as set forth in the Ohio Revised Code.
2. The duties of the Vice-President shall be to preside in the absence of the President and shall perform all duties incident to his office and such duties as may be assigned to him by the President and the Board of Trustees.
3. The Secretary shall issue notices of all special meetings, compile and keep accurate minutes of the meetings and shall perform such other duties as may be prescribed by the President or the Board of Trustees.
4. The Treasurer shall keep a complete and accurate record of the financial affairs, collect all moneys due to and disperse money owed by the corporation by check or voucher and perform all duties incident to such position or which the President or Board of Trustees may prescribe.

ARTICLE VII

BOOKS AND RECORDS

The books and records of the corporation shall be kept in the possession of the officers or trustees who are responsible therefore, or at any place designated by the President.

ARTICLE VIII

OTHER POWERS OF THE CORPORATION

The corporation was organized in accordance with the provisions of Section 1724.01 et seq. of the Ohio Revised Code.

Pursuant thereto the corporation, acting through its trustees may borrow money for any legitimate purpose of the corporation, as provided by Section 1724.02 of the Ohio Revised Code, may issue bonds, debentures, notes and other evidences of indebtedness and may mortgage, pledge, issue deeds of trust or other liens on corporate property, franchises, rights and privileges of every kind and nature or any part thereof and may make loans to any person, firm, partnership, corporation or other business entity as set forth in said section of the Ohio Revised Code, to establish and regulate the terms and conditions of the loan provided the corporation shall not approve any application for a loan unless and until the person applying for the loan shows that he has applied to an ordinary banking or commercial organization and that the loan has been refused by at least one bank or other financial institution. The corporation may also purchase, receive, hold, lease or otherwise acquire and sell, convey, transfer, lease, sublease and otherwise dispose of real and personal property from time to time and take action for satisfaction of debts or enforcement of obligations. It may also acquire the good will, business, rights, real and personal property and other assets or any part of any person, firm, partnership, corporation, or other business entity as listed in the aforesaid section of the Ohio Revised Code to assume and undertake to pay obligations, debts, liabilities, etc. of such person, firm, corporation or other business entity as aforesaid. The corporation may acquire improved or unimproved real estate for the purpose of constructing industrial plants or other business establishments thereon or for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants or other business establishments. The corporation may acquire, construct, or reconstruct or repair, maintain, operate, sell, convey, transfer or otherwise dispose of or deal with industrial plants or business establishments.

The corporation may deal in stocks, shares, bonds, debentures, notes and other securities and exercise all ownership rights incidental thereto. It may mortgage any property acquired. The corporation may cooperate with any other improvement corporation in carrying out the purposes of the corporation.

ARTICLE IX

ACCEPTANCE OF DESIGNATION AS AGENCY OF POLITICAL SUBDIVISION FOR INDUSTRIAL COMMERCIAL DISTRIBUTION AND RESEARCH DEVELOPMENT.

In accordance with Section 1724.10 of the Ohio Revised Code, the corporation is hereby authorized to accept designation by the City of Centerville, a municipal corporation, as the agent of said City for the industrial commercial distribution and research development of the City in the event said City should make such designation.

In the event the City of Centerville should make such designation, the corporation is hereby authorized to enter into an agreement with the City of Centerville relative to be of the rights, duties or obligations set forth in said Section 1724.10 of the Ohio Revised Code.

ARTICLE X

AMENDMENT OF REGULATIONS

Any amendment to the regulations shall be made by a simple majority of all voting members of the Board of Trustees at any regular meeting, provided that a copy of the proposed amendment has been presented to the officers and trustees at least three days prior to such meeting.

ARTICLE XI

MEMBERSHIP

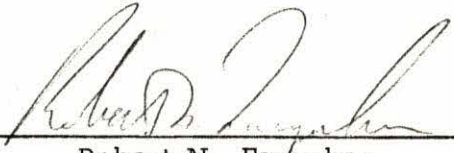
Any person may become a member of this corporation if he is a citizen of the City of Centerville, Montgomery County, Ohio, upon the approval of the majority of the Board of Trustees and payment of such membership fee as may be set by the Board of Trustees.

ARTICLE XII

RULES OF PROCEDURE

All meetings of the corporation shall be covered by Roberts Rules of Order.

Having now concluded the duties of the incorporators as prescribed by Section 1702.10 of the Ohio Revised Code, this meeting is hereby adjourned on the 30th of April, 1973.



Robert N. Farquhar