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07/19/2011	201119900993	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00		.00	.00

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DINSMORE & SHOHL LLP
10 N. LUDLOW - #1100
DAYTON, OH 45402

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2034962

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ONEDAYTON

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

201119900993



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 14th day of July, A.D.
2011.

Ohio Secretary of State



Prescribed by:

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

www.sos.state.oh.us
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Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
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INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)
Filing Fee \$125.00

2011 JUL 14 PM 12:37

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> (1) Articles of Incorporation Profit (113-ARF) ORC 1701	<input checked="" type="checkbox"/> (2) Articles of Incorporation Nonprofit (114-ARN) ORC 1702	<input type="checkbox"/> (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 OneDayton

SECOND: Location Dayton Montgomery
(City) (County)

Effective Date (Optional) _____ 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.
(mm/dd/yyyy)

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

The corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) or the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), including, without limitation thereto, the following: [Continued on Exhibit A 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)

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

(Refer to instructions if needed)

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)

Joshua J. Chernesky

Authorized Representative

Joshua J. Chernesky

(print name)

7/13/2011

Date

Authorized Representative

(print name)

Date

Authorized Representative

(print name)

Date

EXHIBIT "A"**Articles of Incorporation**

of

OneDayton**THIRD** (continued):

- A. To promote the social welfare of the citizens of the Miami Valley;
- B. To research, develop and promote the distribution of information about the benefits of regional collaboration;
- C. To improve prosperity and competitiveness of the Miami Valley by acting as a catalyst for regional service consolidations;
- D. To initiate and implement collaborative economic development efforts;
- E. To encourage the development of public policies that will lead to greater economic opportunity and a better quality of life for citizens of the Miami Valley; and
- F. To engage in any lawful act or activity and to do all things necessary, convenient, or expedient to further the general purpose of the corporation either alone or in association with other corporations, firms, associations or individuals.

SIXTH: The corporation shall have no initial members.

SEVENTH: No part of the net earnings or assets of the corporation shall inure to the benefit of, 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 Article Third hereof. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

EIGHTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all of the then remaining assets of the corporation to such one or more organizations which qualify as exempt organizations under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be directed by the Court of Common Pleas of the County in which the principal office of the corporation is then located exclusively to such organization or organizations which are organized and operated

exclusively for such purposes described in Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States internal revenue law).

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