

**Certificate of Amendment of the Articles of Incorporation of the Greater Youngstown
Track Officials Association**

RESOLVED, that the Articles of Incorporation of Greater Youngstown Track Officials Association be amended and restated in their entirety as follows:

**Amended and Restated Articles of Incorporation of the Greater Youngstown Track
Officials Association**

FIRST: Name. The name of the Corporation is the Greater Youngstown Track Officials Association .

SECOND: Place of Principal Office. The place in Ohio where the principal office is located is Youngstown, Mahoning County, Ohio.

THIRD: Purposes. The Corporation is organized exclusively to promote track and field officiating and to develop a program or programs for the training of new officials through instruction and rules interpretation. The Corporation shall be permitted to do such other acts as may be permitted by the Ohio Revised Code section 1702.01 et seq.

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future tax code.

The Corporation may engage in any lawful act or activity and exercise all the rights and powers conferred on non-profit corporations under the Ohio Nonprofit Corporation Law, as such law is now in effect or may at any time be amended, so long as the exercise of such rights and powers is permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) and related regulations of the Internal Revenue Code, or the corresponding sections of any future tax code and regulations. Nothing contained in the foregoing statement of purposes shall be construed to authorize this Corporation to carry on any activity ordinarily carried on for profit, or to distribute any gains or profits to its members.

FOURTH: No part of the net earnings of the Corporation shall endure to the benefit of, or be distributable to any trustee or officer of the Corporation or any member of the Corporation or any other private individual 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. 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code,(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FIFTH: The Corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

SIXTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious, purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law), as the Board of Trustees shall determine. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The initial membership of the Corporation shall be Two Hundred Fifty (250). The Code of Regulations (By-Laws) may make additional provisions with regard to the membership or members of the Corporation, including the manner of admission to membership.

These Amended and Restated Articles supersede all prior Articles of Incorporation of the Greater Youngstown Track Officials Association.

Certification of Adoption

The undersigned officers certify that these Amended and Restated Articles of Incorporation of the Greater Youngstown Track Officials Association, an Ohio nonprofit corporation, were approved by an affirmative vote of not less than a two-thirds majority at a duly called meeting of the Board of Trustees, at which a quorum was present, on _____, 2020, and by an affirmative vote of not less than a majority of the members present and voting at the Corporation's meeting, for which prior notice of the vote on the Amended and Restated Articles was given as required by the Code of Regulations and at which a quorum was present, on _____ 2020.

President

Secretary