

ACTION BY WRITTEN CONSENT OF THE MEMBERS  
OF  
SIDE BY SIDE, INC.

The undersigned, being all of the members of SIDE BY SIDE, INC., a non-profit corporation, do hereby authorize, approve and consent to the adoption, without a meeting of the following resolutions:

RESOLVED that the Articles of Incorporation of SIDE BY SIDE, INC., a non-profit corporation, filed with the Secretary of State on the 10th day of April, 1981, be amended and restated in their entirety as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SIDE BY SIDE, INC., A NON-PROFIT CORPORATION

First: The name of said corporation shall be SIDE BY SIDE, INC., a non-profit corporation.

Second: The place in Ohio where the principal office of the corporation is to be located is Toledo, Ohio.

Third: The purpose or purposes for which this corporation is formed are:

(a) Providing an outreach through group therapy and entertainment for the elderly, mentally retarded, mentally incompetent, and physically incompetent persons thereby promoting the cause of Christianity, brotherhood and individual well-being.

(b) To provide educational programming through the local media for the purpose of meeting the social needs of the community. Also, to provide such other programs and services for the promotion Christianity, brotherhood and individual well-being as the Board of Trustees may determine appropriate;

(c) To purchase or otherwise acquire, lease, invest, hold, use, encumber, sell and exchange, transfer and dispose of any real or personal property or any interest therein by authority and action of the Board of Trustees;

(d) To borrow money and issue, sell and pledge its notes, bonds and other evidences of indebtedness and to secure any of its obligations by mortgage, pledge or deed of trust, all or any of its property by authority and action of its Board of Trustees;

(e) To do any and all things necessary and incidental to carry out the aims set forth above;

(f) To exercise all powers conferred on said corporation by the laws of Ohio, under the statutes under which this corporation is formed.

Fourth: The corporation shall have the power to do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement of the foregoing statement of purpose, or for any of them, or for the furtherance of said purpose. The statement of purposes shall be construed as a statement of both purposes and powers, and not as restricting or limiting in any way the general powers of this corporation, or their exercise and enjoyment, as they are expressly or impliedly granted by the laws of the State of Ohio or these Articles of Incorporation.

Fifth: The following persons, currently acting as Trustees of the corporation shall continue until the next annual meeting or other meeting called to elect the Trustees: James Oedy, Cheryl Oedy, David Yonke, James Aston and Lynn Aston.

Sixth: No part of the net earnings of the corporation shall inure to the benefit of or be distributed 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 III. 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 interfere in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

Seventh: 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 by distributing 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, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision 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 Lucas County exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

RESOLVED FURTHER that the President, James L. Oedy, and the Secretary, Cheryl Oedy, be authorized and directed to make the changes to the Articles of Incorporation and that the Secretary be authorized and directed to file the Amended and Restated Articles of Incorporation with the Secretary of State.

RESOLVED FURTHER that the President, James L. Oedy, be authorized and directed to appoint Dennis F. Keller as statutory agent

for the corporation and to file the appropriate paperwork to  
make the appointment.

Dated this 24<sup>th</sup> day of March, 1991.

MEMBERS:

James L. Oedy  
JAMES L. OEDY

Cheeryl A. Oedy  
CHERYL A. OEDY

James R. Aston  
JAMES ASTON

Lynn S. Aston  
LYNN ASTON

David A. Yonke  
DAVID YONKE

MJA/32/012