CODE OF REGULATIONS
(BYLAWS) OF
PAINESVILLE TOWNSHIP COMMUNITY IMPROVEMENT CORPORATION

ARTICLE I – CORPORATION

Section 1. **Name.** The name of this corporation shall be the Painesville Township Community Improvement Corporation (the "Corporation").

Section 2. **Incorporation: Registered Office.** The Corporation is a non-profit corporation, incorporated in the State of Ohio. The Corporation's statutory agent shall be such person or entity as is so designated, from time to time, with the Ohio Secretary of State.

Section 3. **Purpose.** The Corporation is formed for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of Painesville Township, Lake County, Ohio (the "Township") and in furtherance, thereof, to have all the powers granted a corporation not for profit that is a community improvement corporation under Chapter 1702 and 1724 of the Ohio Revised Code, as such now exist or as the same may be amended from time to time.

Section 4. **Powers.** The powers of the Corporation are as set forth in the Articles of Incorporation of the Copley Township Community Improvement Corporation (the "Articles"), on file with the office of the Ohio Secretary of State.

ARTICLE II – DEFINITIONS

Section 1. **Definitions.** All terms used herein shall have the same definitions as those found in Section 1702.01 of the Ohio Revised Code.

ARTICLE III – MEMBERSHIP

Section 1. **General Requirements.** The members of the board of Directors named by the incorporators of the Corporation (the "Board") shall be the first members of the Corporation (the "Members"). The Board shall have the power to create such other classifications of membership or name additional members, as the Directors, in their discretion, deem necessary.

Section 2. **Rights and Privileges.** All organizational powers of the Corporation shall be exercised by the Members of the Corporation, including, but not limited to, the power to amend the Corporation's Articles, to amend this Code of Regulations (the "Code"), to dissolve the Corporation and to distribute the assets of the Corporation after dissolution in accordance with Section 1724.07 of the Ohio Revised Code, to elect the Corporation's successor Directors, and to take all other actions authorized by Corporation 1724 and 1702 of the Ohio Revised Code, subject to the limitations imposed by law, the Articles, or this Code.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of Members of the Corporation for the transaction of such business as may properly come before the meeting or any adjournment thereof. The annual meeting shall be held at such time and place as the Board of Directors may determine; provided there shall be no more than fourteen (14) months between annual meetings. Written notice of such meeting stating the date, time and place of such meeting shall be sent to each Member, at the last address shown on the Corporation's records, at least 15 days before the date of the meeting, or as provided by Ohio law. The election of Directors and Officers shall take place at the annual meeting.

Section 2 . Special Meetings. Special meetings of the Members may be called by any of the following:

(a) The President;

(b) The Board of Directors by action at a meeting, or a majority of the Directors acting without a meeting; or

(c) At the request of a majority of the Members.

Special meetings shall be held at such times and places as the Board of Directors may determine. Written notice of any special meeting stating the date, time, place and purpose of such meeting shall be sent to each Member, at the last address shown on the Corporation's records, at least fifteen (15) days but not more than thirty (30) days before the date of the meeting, or as provided by Ohio law.

Section 3. Voting by Proxy. Voting on all matters required to be acted upon by the Members may be conducted by proxy. The Board of Directors may establish rules and procedures for proxy voting by Members; provided, however, that all proxies must be in writing, and no proxy shall be valid for more than twelve (12) months.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors. The Board shall have supervision, control and direction of the affairs and property of the Corporation, shall determine the policies of the Corporation and shall actively pursue the purposes and objectives of the Corporation. The Board may adopt such rules, regulations and procedures for the conduct of its business, for the execution of its powers, for the implementation of this Code as it shall deem necessary or advisable.

Section 2. Composition of the Board. The Board shall be comprised of three voting Directors. All Directors shall be composed of the the Painesville Township Board of Trustees.

Section 3. Term of the Board. Directors shall serve a term commensurate with his/her term as a member of the Board of Trustees for Painesville Township. New Directors shall take office immediately following the oath of office for their term as a member of the Painesville Township Board of Trustees.

Section 4. Meetings. Public Notice and Meetings shall be conducted in accordance with Ohio's Public Records and Open Meetings laws. Subject to Ohio Law, any or all Directors may participate in duly called meetings of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participations shall constitute presence in person at a meeting. Notice of meetings of the Board of Directors may be given orally or in writing and shall be given to each member of the Board of Directors at least seventy-two (72) hours before the time appointed for the meeting, except in an emergency.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any Director under this Code of Regulations, a written waiver thereof, signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

Section 6. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all members of the Board of Directors or of such committee, as the case may be, and such unanimous written consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors or at a meeting of such committee, as the case may be. All such action shall be reported at the next duly called meeting of the Board of Directors.

Section 7. Quorum; Acts of the Board. A majority of the number of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. At any duly called meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board of Directors on any matter, except with respect to public policy issues or where the act of a greater number of Directors is required by law, the Articles or this Code. If a quorum is not present at any duly called meeting of the Board, a majority of the Directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

Section 8. Resignation or Removal. Any Director may resign by presenting a written resignation to the President or Secretary, and such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof by the President. Directors shall be removed from this Board, without a vote or hearing, upon said Director no longer holding the title as a Trustee for Painesville Township.

Section 9. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then remaining members of the Board of Directors, even though less than a quorum of the Board. Any Director elected to fill a vacancy shall serve until a Trustee position has been filled with the Painesville Township Board of Trustees. Said temporary Director shall have all powers until voting rights until his or her position has been filled by a permanent Director.

Section 10. Reimbursement of Expenses. No Director shall be compensated for serving as a Director; provided, however, that the Board of Directors may reimburse any Director for reasonable out-of-pocket expenses incurred as budgeted and authorized by the Board of Directors.

ARTICLE VI – OFFICERS

Section 1. Officers. The elected officers of the Corporation shall be a President, Vice President, a Treasurer and a Secretary. The Board of Directors may from time to time appoint such other officers as the Board may deem necessary or advisable. The Officers need not be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected each year by the Board of Directors by a majority vote of the Board. Each officer will serve for a term of one year and until a successor has taken office.

Section 3. Removal. Any officer may be removed by a majority vote of the entire Board of Directors if, in the judgment of the Board, the best interests of the Corporation would be served by such removal.

Section 4. Vacancies. Vacancies in any office, with the exception of President, may be filled for the balance of the remaining term by the Board of Directors at a meeting of the Board in accordance with such rules and procedures as may be established by the Board.

Section 5.1 President. The President shall preside at all meetings of the Board and of the members, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. When the President and Vice-President are not available to preside at a meeting, he or she shall designate an elected Director to preside for that meeting or in the absence of such designation, a majority vote of Directors then in office shall designate an elected Director to preside at that meeting. The President is authorized to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, except when by law the signature of another is required. An individual may not serve more than two (2) consecutive terms as President; provided, however, that any partial term served by a President to fill in a vacancy shall not be counted as a term for purpose of this Section.

Section 5.2 Vice-President. The Vice- President shall have the powers and duties as set forth in the policies approved by the Board or in these Bylaws. If the President is absent the Vice-President shall perform the duties of the President. Any partial term served by a Vice-President to fill in a vacancy shall not be counted as a term for purpose of this Section.

Section 5.3 Directors. The Directors shall have the powers and duties as set forth in the policies approved by the Board or in these Bylaws. If the President and the Vice-President are absent or disabled, then a Director, designated by the Board, shall perform the duties of the President.

Section 5.4 **Treasurer.** The Treasurer of the Corporation or his or her designee shall keep and maintain adequate and correct financial records of the Corporation and report on the financial condition of the Corporation to the Board. The Treasurer or his or her designee shall receive and deposit all money and other valuables belonging to the Corporation in the name of and to the credit of the Corporation and shall disburse the same in accordance with Board policies. Further, the Treasurer shall have such powers and shall perform additional duties as may be prescribed for him or her by the Board or these Bylaws. Any partial term served by a Treasurer to fill in a vacancy shall not be counted as a term for purpose of this Section.

Section 5.5 **Secretary.** The Secretary, or his or her designee, shall keep and maintain at the principal office of the Corporation or such other place as the Board may order, records of all proceedings of the Board and the meetings of the membership, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice thereof given and the names of those present. The Secretary or, if he or she is unable or unwilling, any other officer of the Corporation shall give or cause to be given notice of all the meetings of the members and of the Board required by these Bylaws or by statute to be given, and he or she shall cause the seal of the Corporation, if any, to be kept in safe custody. The Secretary shall provide for the safe custody of the valuable papers and books of the Corporation, and such papers and books shall at all times be accessible to the Directors. The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's members, showing each member's name, address, and class of membership. He or she shall have all of the powers and perform all of the duties incident to the office of Secretary, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board. In the absence of the Secretary from any meeting of the Board or the members, the President may appoint another person to take the minutes of such meeting. Any partial term served by a Secretary to fill in a vacancy shall not be counted as a term for purpose of this Section.

Section 5.6 **Executive Director.** The Executive Director, if one is appointed, shall be subject to the oversight of the Board. The Executive Director shall have complete oversight of and is accountable for the daily management of the Corporation, including the execution, administration and implementation of Board policies and oversight of Corporation staff, its facilities, and all other assets of the organization financial or otherwise. Additionally, the Executive Director shall have other powers and duties as may be prescribed or delegated by the Board or by these Bylaws. The Executive Director, or his or her designee(s), is authorized to execute all contracts and other instruments as provided by Board policies. At no time shall the Executive Director of the Corporation serve as an Elected Officer.

Section 8. **Salaries; Reimbursement of Expenses.** No elected officer of the Corporation shall be compensated for serving as an officer. Officers may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as officers, as budgeted and authorized by the Board of Directors.

ARTICLE VII – COMMITTEES

Section 1. General. Unless otherwise provided in this Code or directed by the Board, the President shall appoint such other standing or special committees, subcommittees, or boards as may be required by this or as may be deemed necessary or appropriate by the President.

Section 2. Reimbursement of Expenses. Members of committees may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as members of committees, as budgeted and authorized by the Board.

ARTICLE VIII – LIMITATIONS OF LIABILITY; INDEMNIFICATION

Section 1. Limitations of Liability. Nothing herein shall constitute Members of the Corporation as partners for any purpose. No member, officer, director, agent, representative or employee of the Corporation shall be liable for any act or failure to act on the part of any other member, officer, director, agent, representative or employee of the Corporation, nor shall any member, officer, director, agent, representative or employee of the Corporation be liable for any act or failure to act under this Code, except acts or failures to act arising out of such person's willful misfeasance.

Section 2. Indemnification. The Corporation shall indemnify and hold harmless each current and former Director, officer, employee, agent or representative of the Corporation in accordance with the applicable provisions of the Articles.

Section 3. Insurance. The Corporation shall annually evaluate risks and exposures of the Corporation and to its Board of Directors, Officers, Volunteers and employees, and purchase general liability, and Directors Officers, Errors and Omissions Insurance, at levels deemed most reasonable and affordable by the Board.

ARTICLE IX – MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the same fiscal year as that of Painesville Township, unless otherwise determined from time to time by the Board or by State Statute.

Section 2. Contracts, Checks, Drafts, etc. Except as otherwise provided in this Code, all contracts and all checks, drafts, notes, acceptances, endorsements and other evidences of indebtedness may be signed on behalf of the Corporation by the Executive Director, and also by any authorized Director. If there is no Executive Director, then by two Directors.

Section 3. Loans. No loans shall be made or obtained on behalf of the Corporation and no negotiable instruments other than checks shall be issued in its name, unless and except as authorized by the Board.

Section 4. Deposits. Unless otherwise directed by the Board, all funds of the Corporation shall be deposited in such depositories as the President may select, or as may be selected by another officer or agent authorized by the Board.

Section 5. Fidelity Coverage. The Board may, from time to time, cause the Corporation to be bonded or insured against losses arising because of acts or omissions by those handling Corporation funds. The cost of such coverage shall be paid by the Corporation.

Section 6. Procedures. All meetings of the Members and the Board shall be governed by the rules set forth and agreed to by the Board of Directors, from time to time, or agreed to for that meeting or committee, including but not limited to utilization of the latest edition of Robert's Rules of Order, Newly Revised, as long as such rules are not in conflict with this Code or with rules and procedures established by the Board, and for that meeting, the members present agree to said rules of order.

Section 7. Seal. The Corporation has no seal and no seal shall be required to validate any act by any person on behalf of the Corporation, or for any other reason.

Section 8. Dissolution. Upon dissolution of the Corporation, any funds remaining shall be distributed as specified in the Articles.

Section 9. Notices. Unless otherwise prohibited by this Code or Ohio law, all notices and other communications required by this Code or Ohio law shall be in writing and shall be given by:

(i) Personal delivery;
(ii) United States mail, first class, postage prepaid;
(iii) Statutory overnight delivery;
(iv) Electronic mail;
(v) Facsimile; or

A secure website, provided that notice shall be deemed given via web site only upon proof that the addressee has retrieved the message.

Section 10. Waiver of Notice. Whenever any notice is required to be given under applicable law, the Articles of Incorporation or this Code of Regulations (Bylaws), a waiver of such notice in writing signed by the person entitled to such notice, whether such waiver is signed before or after the time for notice has expired, shall be deemed the equivalent of the giving of such notice.

ARTICLE X – AMENDMENTS

This Code may be amended, repealed or altered, in whole or in part, by the affirmative vote of two-thirds (2/3) of the members of the entire Board at a duly called meeting of the Board at which a quorum is present; provided, however, that the notice of such meeting must be in writing, must describe, generally, the scope and nature of the amendment, revision or alteration to the Code, and must state that a purpose of the meeting is to vote on such proposed amendment, revision or alteration to this Code.

Adopted this________ day of ___________________, 2025.

____
PRESIDENT, BOARD OF DIRECTORS

RESOLUTION NUMBER _____

A RESOLUTION CREATING THE PAINESVILLE TOWNSHIP COMMUNITY IMPROVEMENT CORPORATION, INC. UNDER CHAPTER 1724 OF THE OHIO REVISED CODE.

WHEREAS, Chapter 1724 of the Ohio Revised Code authorizes the Painesville Township Board of Trustees to form a Community Improvement Corporation for the purposes as set forth in Chapter 1724 of the Ohio Revised Code; and

WHEREAS, the Painesville Township Board of Trustees desires to form a Community Improvement Corporation under the provisions of Title XVII of the Ohio Revised Code, Chapters 1702 and 1724; and

WHEREAS, the Painesville Township Board of Trustees believe that the formation of a Community Improvement Corporation will be beneficial to the residents and businesses of Painesville Township, Lake County, Ohio in that it will provide a mechanism to encourage development in Painesville Township, Lake County, Ohio.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of Painesville Township, Lake County, Ohio, as follows:

SECTION 1: The Board of Trustees hereby authorizes the formation of a Community Improvement Corporation known as the Painesville Township CIC, Inc. in accordance with Chapters 1702 and 1724 of the Ohio Revised Code.

SECTION 2: The Township Administrator, Hollie Bartone, and the Township Law Director, Matthew Lallo, are hereby authorized to file with the Ohio Secretary of State the Articles of Incorporation for the creation of the Painesville Township CIC, Inc. A copy of Said Articles of Incorporation are attached hereto and designated as Exhibit A.

SECTION 3: This resolution is the subject of the general authority granted to the Board of Trustees through the Ohio Revised Code and not the specific authority granted to the Board of Trustees through the status as a Limited Home Rule Township.

SECTION 4: That it is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in meetings open to the public, in compliance with all legal requirements including §121.22 of the Ohio Revised Code. This resolution shall take effect at the earliest period allowed by law.

Board of Trustee Votes in Favor of Resolution:

____
Gabe Cicconetti, Chair

____
Chuck Hillier, Trustee

____
Josh Pennock, Trustee

____
Michael Patriarca, Fiscal Officer

DATE PASSED: ____________________

ARTICLES OF INCORPORATION
OF
PAINESVILLE TOWNSHIP COMMUNITY IMPROVEMENT CORPORATION

In compliance with the requirements and the manner provided in section 1702.04 of the Ohio Revised Code, and as provided in sections 1724.01 to 1724.09 of the Ohio Revised Code, for the purposes of forming a corporation, not for profit, the undersigned hereby certifies:

ARTICLE I

The name of the community improvement corporation created hereby shall be Painesville Township Community Improvement Corporation (the "Corporation").

ARTICLE II

The principal office of the Corporation shall be located in Painesville Township, Lake County, Ohio.

ARTICLE III

The undersigned is forming the Corporation in order to serve the residents of Painesville Township, Lake County, Ohio (the "Township"), in the revitalization and enhancement of property and the business environment of the Township, by advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of the Township and in furtherance thereof to have all the powers granted a corporation not for profit that is a community improvement corporation under Chapters 1702 and 1724 of the Ohio Revised Code, as such Chapters now exist or as the same may be amended from time to time.

In furtherance of such purposes, and without limiting the generality of the foregoing, the Corporation shall have the following specific powers:

a) To borrow money for any of the purposes of the community improvement corporation by means of loans, lines of credit, or any other financial instruments or securities, including the issuance of its bonds, debentures, notes, or other evidences of indebtedness, whether secured or unsecured, and to secure the same by mortgage, pledge, deed of trust, or other lien on its property, franchises, rights, and privileges of every kind and nature or any part thereof or interest therein;

b) To make loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and to establish and regulate the terms and conditions with respect to any such loans; provided that an economic development corporation shall not approve any application for a loan unless and until the person applying for said loan shows that the person has applied for the loan through ordinary banking or commercial channels and that the loan has been refused by at least one bank or other financial institution;

c) To purchase, receive, hold, manage, lease, lease-purchase, or otherwise acquire and to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the community improvement corporation from time to time in the satisfaction of debts or enforcement of obligations, and to enter into contracts with third parties, including the federal government, the state, any political subdivision, or any other entity;

d) To acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporations, joint stock companies, associations, or trusts, and to assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; to acquire, reclaim, manage, or contract for the management of improved or unimproved and underutilized real estate for the purpose of constructing industrial plants, other business establishments, or housing thereon, or causing the same to occur, for the purpose of assembling and enhancing utilization of the real estate, or for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants, other business establishments, or housing; and to acquire, reclaim, manage, contract for the management of, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants, business establishments, or housing;

e) To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein, provided that no tax revenue, if any, received by a community improvement corporation shall be used for such acquisition or subscription;

f) To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions (c), (d), or (e) of this Article;

g) To serve as an agent for grant applications and for the administration of grants;

h) To engage in code enforcement and nuisance abatement, including, but not limited to, cutting grass and weeds, boarding up vacant or abandoned structures, and demolishing condemned structures on properties that are subject to a delinquent tax or assessment lien;

i) To charge fees or exchange in-kind goods or services for services rendered to political subdivisions and other persons or entities for whom services are rendered;

j) To purchase tax certificates at auction, negotiated sale, or from a third party who purchased and is a holder of one or more tax certificates issued pursuant to sections 5721.30 to 5721.43 of the Ohio Revised Code;

k) To be assigned a mortgage on real property from a mortgagee in lieu of acquiring such real property subject to a mortgage;

l) To act as a portal operator for purposes of an OhioInvests offering under sections 1707.05 to 1707.058 of the Ohio Revised Code;

m) To do all acts and things necessary or convenient to carry' out the powers especially created in Chapter 1724 of the Ohio Revised Code.

Nothing in this Article shall limit the right of a corporation to become a member of or a stockholder in an improvement corporation formed under Chapter 1726 of the Revised Code.

The Corporation shall carry on only such activities as are consistent with the purposes as set forth in this Article III.

ARTICLE IV

The Corporation is not organized for profit and shall not have any authority to issue capital stock. All of the funds and assets of the Corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the purposes as set forth above, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, director, trustee, officer, incorporator or any private individual. Notwithstanding the foregoing, 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 Ill herein.

ARTICLE V

The Following persons shall serve said Corporation as the initial Board of Directors until the initial organizational meeting, annual meeting, or other meeting called to elect the Board of Directors:

1. Gabe Cicconetti
2. Chuck Hillier
3. Josh Pennock

The number, qualifications, manner and time of selection of successor Directors, and their terms of office, shall be as set forth in the Code of Regulations.

The Board of Directors shall be and act as the Board of Directors of the Corporation and shall have all of the powers and all of the duties of the Board of Directors as defined in Chapter 1702 of the Revised Code of Ohio, except as such powers may be limited or expanded by the provisions of these Articles or the Code of Regulations.

ARTICLE VI

Membership in the Corporation shall be governed and controlled as set forth in the Code of Regulations.

ARTICLE VII

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 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 Code; or

b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII

Notice and quorum requirements shall be in accordance with the provisions of the Code of Regulations.

ARTICLE IX

Indemnification

(1) Indemnification with Regard to Third Party Actions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative or investigative action, suit, or proceeding, including all appeals, other than an action, suit or proceeding by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee, or volunteer of the Corporation, against expenses (including attorney's fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding, if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, if that person had no reasonable cause to believe that person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

(2) Indemnification with Regard to Derivative Actions. The Corporation shall indemnify any person who is or was a party, or threatened to be made a party, to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or volunteer of the Corporation, against expenses (including attorney's fees) actually and reasonably incurred by that person in connection with the defense or settlement of such action or suit, if the person acted in good faith, and in a manner that person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of (a) any claim, issue, or matter as to which such person is finally adjudged to be liable for negligence or misconduct in the performance of that person's duty to the Corporation unless, and only to the extent that, the court of common pleas or the court in which such action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such persons acted in good faith is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper, or (b) any action or suit in which a director is found liable only pursuant to the provisions of Section 1702.55 of the Ohio Revised Code.

(3) Other Determinations of Rights. Unless ordered by a court, any indemnification under paragraphs (1) and (2) of this Article shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or volunteer is proper under the circumstances because that person has met the applicable standard of conduct set forth in paragraphs (1) and (2) of this Article. Such determination shall be made in any one of the following manners: (a) by a majority vote of a quorum consisting of directors of

the Corporation who were not and are not parties to or threatened with the action, suit or proceeding referred to in paragraph (1) or (2) of this Article, or (b) by the members by majority vote.

(4) Indemnification of Agents and Others. The Corporation may, from time to time, and in its sole discretion, indemnify any person who is or was an agent, or other authorized representative of the Corporation, other than those described under paragraphs (1) and (2) who may be indemnified, or is or was serving at the request of the Corporation as a director, officer, or employee of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person or incurred by that person in any such capacity or arising out of that person's status as such, in the same manner and to the same extent as provided herein for directors, officers, employees and volunteers of the Corporation.

(5) Advances of Expenses. Expenses of each person indemnified herein incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of such person, to repay such amount, if it is ultimately determined that that person is not entitled to be indemnified by the Corporation.

(6) Non-exclusiveness: Heirs. The foregoing rights of indemnification are not exclusive, and shall be in addition to any other rights granted to those seeking indemnification as a matter of law, or under these Articles, the regulations, any agreement, vote of members or disinterested directors, or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding their offices or positions, shall continue as to a person who has ceased to be a director, officer, employee, member, manager, agent, or volunteer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(7) Purchase of Insurance. The Corporation may purchase and maintain insurance, or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a director, officer, agent, employee, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, member, manager, agent or volunteer of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person or incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

(8) Insurance. The Corporation shall annually evaluate risks and exposures of the Corporation and to its Board of Directors, Officers, Volunteers, and Employees, and shall purchase General Liability, and Directors Officers, Errors and Omissions Insurance, at a minimum of $2 million per incident, and $10 million in the aggregate which will include first dollar full coverage, covering the entire value of a loss without a deductible. To the fullest extent possible said insurance shall be effective at the date of the initial Board Meeting.

ARTICLE X

The Corporation shall have perpetual existence.

ARTICLE XI

In the event of any voluntary or involuntary dissolution, liquidation, or failure to reinstate the articles after cancellation of the corporation, the Board of Directors shall, and after paying or making provisions for the payment of all of the known liabilities of the Corporation, dispose of any remaining assets toward civic projects or public charitable purposes in Painesville Township, as may be determined by the Board of Directors, with the approval of The Court of Common Pleas of Lake County, Ohio.

ARTICLE XII

The Articles may be amended only under the same terms and conditions, and with the same approvals, as are provided in the Code of Regulations for its amendment.

ARTICLE XIII

The Statutory Agent for the corporation shall be the Executive Director of the CIC, or other person(s) appointed by the corporation Board from time to time, with the Statutory agent mailing address, being the administrative offices for Painesville Township.

IN WITNESS WHEREOF, we hereunto subscribe our names this 17 day of ~~April,~~ June 2025:

Gabe Cicconetti, Incorporator

Witness

Chuck Hiller, Incorporator

Witness

Josh Pennock, Incorporator

Witness