

## **Miami Valley Chapter of Ohio Association of School Business Officials**

### Voting Members' Actions

March 23, 2018

The undersigned, being the voting members present at the meeting of the above-named Ohio unincorporated association (the Chapter), hereby take the following actions as of the date set forth above:

The Chapter desires to (1) become incorporated under the name of the **Miami Valley Chapter of Ohio Association of School Business Officials** (the Incorporated Chapter), (2) transfer all of its assets and liabilities to the Incorporated Chapter effective the date of incorporation, which date will be no later than March 23, 2018 (the Incorporation Date), and (3) cease operating under the name of the Chapter as soon as reasonably practicable after the Incorporation Date.

The following resolutions authorizing the Chapter to incorporate under Chapter 1702 of the Ohio Revised Code are adopted:

**RESOLVED**, that the President, Vice President, Treasurer and Secretary of the Chapter (the Officers), each and all, are hereby authorized and directed to sign any and all such forms, amendments, contracts, agreements, certificates and other instruments, and to take such other acts, as may be necessary or advisable to (1) become incorporated under the name of the **Miami Valley Chapter of Ohio Association of School Business Officials**, (2) transfer all of its assets and liabilities to the Incorporated Chapter effective the Incorporation Date, and (3) cease operating under the unincorporated name of the Chapter as soon as reasonably practicable after the Incorporation Date.

**RESOLVED**, that the Bylaws of the Incorporated Chapter shall be substantially in the form attached hereto as Exhibit 1 and that the Directors and Officers of the Incorporated Chapter shall be the individuals listed on Exhibit A of those Bylaws.

**RESOLVED**, that the Officers of the Chapter, each and all, are hereby authorized and directed to act as the incorporators of the Incorporated Chapter and to do and perform all such acts and things and to execute and deliver all such documents, certificates, instruments, agreements and assurances, to make payments of all fees and expenses, and to take all such other actions as may be necessary, advisable or convenient and proper to carry out the intent of the foregoing resolutions and any such actions contemplated by these resolutions that were taken prior to these resolutions are hereby ratified and confirmed.

This writing constitutes a complete record of the above actions taken by the active members of the Chapter as of the date set forth above. Upon roll call on the adoption of the Resolution, the vote was as follows:

_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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_____	_____	_____	_____
_____	_____	_____	_____

#### CERTIFICATION

The above is a true and correct extract from the minutes of the meeting of the **Miami Valley Chapter of Ohio Association of School Business Officials** held on the date and at the time shown above, and showing the adoption of the resolution hereinabove set forth.

Dated: March 23, 2018

By: \_\_\_\_\_

Its: \_\_\_\_\_

**EXHIBIT 1**  
**BYLAWS**

To be attached

## **Miami Valley Chapter of Ohio Association of School Business Officials**

### Incorporators' Actions

March 23, 2018

The undersigned, being the incorporators (the Incorporators) of the above-named Ohio non-profit corporation (the Chapter), hereby take the following actions as of the date set forth above by this writing signed and approved pursuant to the provisions of §1702.10 of the Ohio Revised Code.

The Chapter's articles of incorporation and appointment of statutory agent, having been signed by the undersigned Incorporators and duly filed in the office of the Secretary of State of Ohio, are hereby ordered incorporated in the record of the proceedings of the Chapter with the certificate of the Secretary of State of Ohio attached thereto.

The following resolution with respect to the Bylaws of the Chapter is adopted:

**RESOLVED**, that the Bylaws attached hereto as Exhibit 1 are hereby adopted as the Bylaws of the Chapter.

These minutes constitute a complete record of the above actions taken by the Incorporators of the Chapter as of the date set forth above.