

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 27th day of August, A.D. 2015.

Ohio Secretary of State

Jon Husted

Validation Number:

201523901598



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/24/2015	201523303646	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

NATIONAL SCHOOL ART COLLECTIVE
JAMES KITCHEN
1146 THISTLE LANE
LEBANON, OH 45036

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Jon Husted
2416068**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
NATIONAL SCHOOL ART COLLECTIVE

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

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 08/20/2015

Document No(s):

201523303646



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
24th day of August, A.D. 2015.

Ohio Secretary of State



Form 541 Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)

Central Ohio: (614) 466-3910

www.OhioSecretaryofState.gov

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2015 AUG - 7 AM 11:43

2015 AUG 20 PM 1:43

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50

Check the appropriate box:

Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

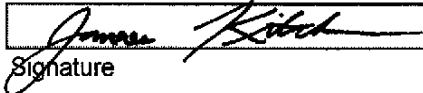
Charter Number

A copy of the resolution of amendment must be attached to this document.


Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.


Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).



Signature

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.


By (if applicable)


Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.


Signature


By (if applicable)


Print Name

**Certificate of Amendment
of the Articles of Incorporation
of the
National School Art Collective**

RESOLVED, that the Articles of Incorporation of National School Art Collective be amended and restated in their entirety as follows:

**Amended and Restated
Articles of Incorporation of the
National School Art Collective**

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **National School Art Collective**. The business of the corporation may be conducted as **National School Art Collective Corp.**, or **National School Art Collective** and will be abbreviated as **NSAC** or **NSAC Corp.** as necessary.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

National School Art Collective is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **National School Art Collective's** purpose is to establish, oversee and preserve the School Art Collectives in North America and shall promote the development of students through active involvement in the arts.

Purpose in detail: We provide support by helping schools' Art Collectives establish, oversee and preserve the art collections in their schools and promote the development of students through active involvement in the arts. Each Art Collective will be established as a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Each Art Collective will apply for sales tax exemption within their state. When able, each Art Collective will apply to operate under their school district's umbrella for 501(c)(3) nonprofit organizations.

Professional art is chosen by students to be permanently displayed within the school. The collection exposes students to art throughout each day but also is used to enrich curriculum in areas such as language arts, social studies, etc. Each year artists within the same state of the participating school are asked to submit one piece of art to be considered for acquisition by the school. A student art collective committee culls the submissions, with the help of the school's art collective, to a selected number of pieces that will be voted on by the entire student body. The artworks are shown and the students are each allowed to vote. The students then use funds raised to purchase as many of the top choices as they can. The School Art Collectives continually fundraise to help pay for the framing, display and conservation of these pieces. The collection will be an available resource and on view throughout each school.

To maximize our impact on current efforts, **National School Art Collective** may seek to collaborate with other non-profit organizations, which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for artistic or educational and charitable purposes.

At times, per the discretion of the board of directors, **National School Art Collective** may provide internships or volunteer opportunities, which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

National School Art Collective is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

National School Art Collective is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of **National School Art Collective** shall inure to the benefit of, or be distributable 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 the purpose clause hereof. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

National School Art Collective is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **National School Art Collective** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **National School Art Collective**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **National School Art Collective** hereunder shall be selected by the discretion of a majority of the managing body of the **National School Art Collective** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **National School Art Collective** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Ohio.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V
BOARD OF DIRECTORS

5.01 Governance

National School Art Collective shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be **Jason Hackett, Cynthia Myron, John Murphy, and Trevis Lyon.**

ARTICLE VI
MEMBERSHIP

6.01 Membership

National School Art Collective shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors and then submitted to the state of Ohio for approval.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

1146 Thistle Lane, Lebanon, OH 45036.

The mailing address of the corporation is:

1146 Thistle Lane, Lebanon, OH 45036

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

James Kitchen, 1146 Thistle Lane, Lebanon, OH 45036

ARTICLE X
INCORPORATORS

The incorporators of the corporation is as follows:

Cynthia Myron, 2326 Farrand Drive, Richmond, VA 23231

Jason Hackett, 2326 Farrand Drive, Richmond, VA 23231

Trevis Lyon, 6820 Temperance Point Street, Westerville, OH 43082

Acknowledgment of consent to appointment as registered agent
I, **James Kitchen**, agree to be the registered agent for **National School Art Collective** as appointed herein.

Registered Agent *James Kitchen*
Date: August 4, 2015

Certification of Adoption

The undersigned officers certify that these Amended and Restated Articles of Incorporation of the **National School Art Collective**, 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 Directors, at which a quorum was present, on August 4th, 2015, and by an affirmative vote of not less than a majority of the members present and voting at the Corporation's Quarterly 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 July 31st, 2015

James Kitchen
President

Cynthia Myron
Secretary