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06/13/2016	201616202010	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00	0.00

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ICE MILLER LLP  
SHELBY L. ANDERSON  
250 WEST ST., SUITE 700  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**  
2452507

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**OHIO IX**

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

Document(s)

**AMENDED/RESTATED ARTICLES**

Effective Date: 06/02/2016

Document No(s):

**201616202010**



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  
13th day of June, A.D. 2016.

*Jon Husted*  
Ohio Secretary of State



**JON HUSTED**  
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov) | [busserv@OhioSecretaryofState.gov](mailto:busserv@OhioSecretaryofState.gov)  
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**Please return the approval certificate to:**

Name:

Ice Miller LLP  
(Individual or Business Name)

To the attention of:

Shelby L. Anderson  
(If necessary)

Address:

250 West Street, Suite 700

City:

Columbus

State:

OH

ZIP Code:

43215

Phone Number:

(614) 462-1063

E-mail Address:

shelby.anderson@icemiller.com

- Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.
- Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

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- Expedite Service 2:** By including an Expedite fee of \$200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
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**JON HUSTED**  
OHIO SECRETARY OF STATE

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## 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).

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

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.

*Nancy Tiemeier*

Signature

Nancy Tiemeier, Secretary

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**OHIO IX**

The undersigned, pursuant to the Ohio Revised Code, as amended, executes the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

NAME

The name of the Corporation is Ohio IX.

**ARTICLE II**

LOCATION OF PRINCIPAL OFFICE

The location of the principal office of the Corporation is Columbus, Franklin County, Ohio.

**ARTICLE III**

PURPOSES AND POWERS

Section 3.1. Purposes.

(a) The Corporation is formed exclusively to promote the common business interests of the members and improve business conditions in the internet communications industry in accordance with Section 501(c)(6) of the Internal Revenue Code by aiding, supporting, and assisting in the efficient transmission of educational, scientific, medical, and other information and communications through the creation of and maintenance of direct communications interconnections between and among members, and between and among members and other Internet access service providers.

(b) In furtherance of the purposes set forth herein, the Corporation shall do any and all acts and things and exercise any and all powers which now or hereafter may be lawful under the provisions of the Ohio Nonprofit Corporation Law and Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

Section 3.2. Limitation on Powers. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons except that the foregoing shall not be deemed to prevent (i) the payment of reasonable compensation for services rendered; (ii) the payment and distribution of any funds in furtherance of the purposes set forth these Articles; and (iii) payments and distributions upon liquidation, dissolution, or winding up of the Corporation pursuant to these Articles. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE IV

##### DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Corporation, or the winding up of its affairs or other liquidation of its assets, the board of directors shall, after paying or making provision for the payment of all the Corporation's liabilities, distribute all the Corporation's assets exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, in such manner as the board of directors shall determine.

#### ARTICLE V

##### MEMBERS

The Corporation shall have two (2) classes of members (Associate Members and Senior Members) consisting of individuals and organizations that satisfy the qualifications as may be specified from time to time in the Code of Regulations of the Corporation. Associate Members shall have no voting rights, except as provided in the Code of Regulations of the Corporation with respect to the election of a Director and the determination of Annual and Other Dues for Associate Members. On matters in which Associate Members are entitled to vote each Associate Member may cast one (1) vote, exercisable in person or by proxy. Senior Members shall be entitled to one (1) vote, exercisable in person or by proxy, on each matter submitted to the Senior Members.

#### ARTICLE VI

##### DIRECTORS

The number of Directors shall be as specified in or fixed in accordance with the Code of Regulations of the Corporation; provided, however that the minimum number of Directors shall be three (3). The term of office of a Director shall be specified in the Code of Regulations.

**ARTICLE VII**

STATUTORY AGENT

The name and address of the current Statutory Agent of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mercury Agent Company	250 West Street, Suite 700 Columbus, OH 43215

This instrument was prepared by Shelby L. Anderson, Attorney-At-Law, ICE MILLER LLP, 250 West Street, Suite 700, Columbus, OH 43215.