



Form 541 Prescribed by:

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P.O. Box 1329
Columbus, OH 43216

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P.O. Box 1390
Columbus, OH 43216

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

EXHIBIT A

ARTICLES OF INCORPORATION

OF

THE GATHERING AT NORTHERN HILLS,
A UNITARIAN UNIVERSALIST COMMUNITY

PURPOSE: The corporation is organized to devote energies and resources to religious, educational and charitable purposes by allowing individuals to: (1) To strengthen one another in a free and disciplined search for truth; (2) to encourage each other to reach out toward humanity's great values regardless of whether one comes to these values through private or shared contemplation, reverence for God, adherence to the teaching of great spiritual leaders, or confidence in the dignity and worth of all persons; (3) to implement humanity's hope that this world may attain lasting peace by accepting and respecting every individual at home and abroad, showing no concern for sex, station, affectional orientation, nation, race or creed, and practicing the democratic process in human relations; (4) to help our children through a Religious Education program: (a) to develop a questioning, exploring attitude; (b) to appreciate the heritage of the culture of the ages; (c) to find their own philosophy of religion and life and to engage in any other lawful act or activity for which non-profits companies may be formed under Sections 1702.01 to 1702.99, inclusive, of the Ohio Revised Code.

Notwithstanding the foregoing, said corporation is organized exclusively for charitable, religious, educational and scientific 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 the corresponding section of any future federal tax code.

No part of the net earnings of the corporation 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 purpose set forth in this Article. 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 or in opposition to 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 Internal Revenue Code, or to the corresponding section of any future federal tax code, or (b) 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.

Upon the dissolution of the corporation or the winding up of its affairs, assets shall be distributed to the Unitarian Universalist Association or its successors to be used for the extension of Unitarian Universalism in Cincinnati or nearby, assuming the recipient is an organization exempt from federal income tax under Code Section 501(c)(3) at the time of such distribution, and, if not, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.