

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
OHIO HOUSING COUNCIL, INC.**

Effective Date: May 30, 2024

**(Under Chapter 1702 of the Ohio Revised Code)
Non-Profit Corporation**

The Members of the Ohio Housing Council, Inc., at a meeting duly called on May 30, 2024, adopted the following Amended and Restated Articles of Incorporation:

FIRST. The name of said corporation shall be **OHIO HOUSING COUNCIL, INC.**

SECOND. The principal office of the Corporation shall be located in **Columbus, Franklin County, Ohio.**

THIRD. The principal purposes of Ohio Housing Council, Inc. (hereinafter referred to as "the Corporation") are as follows:

- (1) To promote the common interest of those persons actively engaged in developing and/or providing services in reference to the development and management of multifamily and single family housing, with a particular emphasis on affordable housing, and to engage in the following activities:
 - a. Keeping its members informed of legislative and administrative changes affecting housing and development programs administered by Federal and State of Ohio governmental agencies;
 - b. Representing the interests of its members before appropriate legislative and administrative bodies in the formulation of policy for housing and development;
 - c. Informing the public about the benefits derived from governmental programs assisting housing and development in the State of Ohio and as otherwise determined by the Trustees of the Corporation; and
 - d. For the purpose of performing any and all lawful acts or activities necessary or proper to promote and serve the interests of any and all lawful housing and development programs.
- (2) To have and exercise any and all rights and powers conferred on non-profit corporations under the Ohio non-profit corporation law (Ohio Revised Code Chapter 1702) (hereinafter "the Act"), as such law is now in effect or may at any time hereafter be amended.
- (3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section

501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may be amended.

- (4) Notwithstanding the foregoing and any other provision of these Articles of Incorporation, the Corporation is further formed and organized for the purpose of engaging in any lawful act or activity for which non-profit corporations can be formed under Section 1702.01, et seq., of the Ohio Revised Code, insofar as any such lawful acts or activities are not proscribed or prohibited by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may be amended hereinafter.

FOURTH. Membership and Voting Rights

- (1) **Membership.** The term “Member”, as used throughout these Articles of Incorporation and in the Code of Regulations of the Corporation, refers to an organization or individual, as appropriate, belonging to any of the three (3) general classifications of membership set forth herein below. The following shall be Members of the Corporation.

- a. **Full Member.** The following types of organization, whether for profit or non-profit, are eligible to be full members:
- i. Developers, owners, managers, or builders of multifamily or single-family housing;
 - ii. Underwriters;
 - iii. Syndicators or investors;
 - iv. Lenders;
 - v. Architects;
 - vi. Law firms;
 - vii. Accountants;
 - viii. Insurers;
 - ix. Consultants;
 - x. Brokers;
 - xi. Market analysts;
 - xii. Homeless advocates; and
 - xiii. Other housing professionals.
- b. **Associate Member.** Any individual who has been engaged or employed by a firm or corporation engaged in a trade, industry, or profession related to the affordable housing industry is eligible to be an Associate Member.
- c. **Affiliate Member.** Any organization that is not eligible to be a Full Member but that works with the affordable housing industry is eligible to be an Affiliate Member.

The Corporation shall establish additional rules, regulations, and requirements for admission to membership, and such additional requirements shall become effective upon approval at any regular meeting or at any special meeting called for that

purpose of all the voting Members of the Corporation. All applicants for admission for Membership shall have the responsibility of furnishing sufficient evidence of experience to qualify them for admission in one of the three membership classes. The Board of Trustees shall fix membership fees.

- (2) **Privileges of Membership.** Membership as a Full Member shall entitle the holder thereof, or its representative in the event the Full Member is an organization or other entity, to all the privileges of Full Membership, including the right to vote and to hold office in accordance with the provisions of the Code of Regulations of the Corporation, any and all Bylaws of the Corporation, and any and all amendments thereto.
- (3) **Voting Rights.** Each Full Member shall be entitled to one vote on any and all questions coming before the members. Each Full Member of the Corporation entitled to vote at any meeting of the members may be represented and may vote by proxy.

FIFTH. Board of Trustees. The business and affairs of the Corporation shall be managed by no fewer than three (3) Trustees who must be Full Members (or the duly appointed representatives of Full Members who are not individuals) of the Corporation.

SIXTH. Assessments. The Board of Trustees of the Corporation shall fix any and all assessments and/or membership fees or dues and may adjust same, with the same requirement of approval, from time to time.

SEVENTH. Net Earnings and Dissolution

- (1) **Net Earnings.** 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 persons, except that the Corporation shall be authorized and empowered to reimburse any Trustee, Officer, or Member for his/her/its actual expenses incurred in and reasonable compensation may be paid for services rendered for the performance of his/her/its duties and in the furtherance of the purposes set forth in Article Third, herein.
- (2) **Dissolution.** The Corporation shall exist in perpetuity, unless sooner terminated in accordance with the terms of these Articles of Incorporation, the Code of Regulations of the Corporation, the Bylaws of the Corporation, and/or any and all amendments thereto. In the event of dissolution, the Trustees and Members shall provide for the distribution of the corporate assets in a manner which does not deprive the Corporation of tax-exempt status.