



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/13/2011	201125500881	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	.00		.00	.00

Receipt

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

ROBERT S HENDRIX ATTY
6295 EMERALD PKWY STE 101
DUBLIN, OH 43016

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

1475423

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

CENTRAL OHIO PROFESSIONAL EDUCATION COUNCIL, INC.

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

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

201125500881



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 9th day of September,
A.D. 2011.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 1329 Columbus, OH 43216

**Certificate of Amendment by
Shareholders or Members
(Domestic)
Filing Fee \$50.00**

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit <input type="checkbox"/> Amended (122-AMAP)	PLEASE READ INSTRUCTIONS <input type="checkbox"/> Amendment (125-AMDS)	(2) Domestic Nonprofit <input type="checkbox"/> Amended (126-AMAN)	<input checked="" type="checkbox"/> Amendment (128-AMD)
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Complete the general information in this section for the box checked above.

Name of Corporation Central Ohio Professional Education Council, Inc.

Charter Number 1475423

Name of Officer Robert S. Hendrix

Title V.P. General Counsel

RECEIVED
PROPERTY DEPT
2011 SEP -9 AM 9:13
CLIENT SERVICE CENTER

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the shareholders directors (*nonprofit only*)

members was duly called and held on 9-2-2011
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

In a writing signed by all of the shareholders directors (*nonprofit amended articles only*)

members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: _____

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

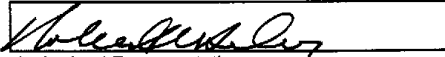
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

To provide educational seminars, printed materials and professional speakers on topics such as health and wellness care, financial issues, legal rights, elder care and other related topics to educate the general public and provide a valuable community service. Further the organization is organized exclusively for charitable, religious, educational and scientific purposes including for such purposes, the making of distributions to to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)


Authorized Representative

Sept. 2, 2011
Date

Robert S. Hendrix, V.P. General Counsel
(Print Name)
6295 Emerald Parkway, Suite 101
Dublin, Ohio 4016

Authorized Representative

Date

(Print Name)

AMENDMENT NO. 1 TO THE ARTICLES OF INCORPORATION**CENTRAL OHIO PROFESSIONAL EDUCATION COUNCIL, INC.**

I. Robert S. Hendrix, General Counsel of the **Central Ohio Professional Education Council, Inc.** a Not For Profit Corporation hereby states that the Board of Officer and Directors of the Corporation met on September 2, 2011 and voted unanimously to amend the Articles of Incorporation in the following manner:

1. The Purpose Clause of the Corporation was amended to include the following clause:

“Said organization 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 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.”

2. The following Dissolution of Corporation provision was added to the Articles of Incorporation:

I. Dissolution of Corporation:

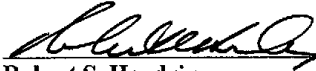
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not disposed of shall be disposed of the by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

There being no further business before the Board, the Board was dismissed by a Motion to dismiss and seconded.

Page 1 of 2:

Page 2 of 2: Amendment to the Articles of Incorporation of the Central Ohio Professional Education Council, Inc. September 2, 2011.

Dated: September 2, 2011

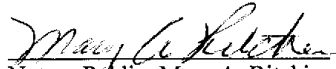

Robert S. Hendrix
V.P. General Counsel

State of Ohio}
 }SS:
County of Franklin}

Signed before me by **Robert S. Hendrix** who is known to me and who stated that was his voluntary act, and deed and done with full knowledge of his actions, and that he was under any undue influence or restraint this 2nd day of September, 2011.



MARY A. RITCHIE
Notary Public, State of Ohio
My Commission Expires 7-17-2013


Notary Public: Mary A. Ritchie
My commission ends 7-17-2013

CENTRAL OHIO PROFESSIONAL EDUCATION COUNCIL, INC.

CHARTER NO. 1475423

ARTICLES OF INCORPORATION

ADDITIONAL PROVISIONS

I. Dissolution of Corporation:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

II. Additional Provision Added to the Purpose Clause:

Said organization 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 501©(3) of the Internal Revenue Code, or corresponding section of any future tax code.