

**ARTICLES OF INCORPORATION
OF
[LAKEWOOD WELLNESS FOUNDATION]**

FIRST. The name of the Corporation is Lakewood Wellness Foundation.

SECOND. The place in the State of Ohio where the principal office of the Corporation is to be located is the City of Lakewood in Cuyahoga County.

THIRD. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including particularly:

1. [Promoting the overall health and mental and physical wellbeing of the residents of the City of Lakewood by supporting healthy lifestyles and assisting the City of Lakewood and other charitable or public bodies to address particular health needs of the residents of the City of Lakewood;
2. Supporting the reduction of the onset and persistence of public and population health issues in the City of Lakewood;
3. Promoting the education of the residents of the City of Lakewood to assist them in making well-informed decisions about their health and wellbeing;
4. Enhancing access to health information and consumer health information resources to allow the residents of the City of Lakewood to educate themselves on topics relevant to their health and wellbeing and facilitating the delivery of such information to residents of the City of Lakewood through various mediums;]
5. Acquiring or receiving from any persons, firms, associations, corporations, trusts or foundations by deed, gift, purchase, bequest, devise or otherwise, cash, securities, and other property, real and personal, and holding, administering, managing, investing, reinvesting, and disbursing the principal and income thereof solely for the purposes stated in these Articles of Incorporation; and

6. Doing whatever is deemed necessary, useful, advisable, or conducive to effectuate the purposes of the Corporation, including the exercise of all other authority and powers permitted to corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law except as expressly provided otherwise in these Articles of Incorporation.

The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article THIRD. No part of the net earnings of the Corporation shall inure to the benefit of any Incorporator or Director of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and no activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (a) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code and (b) gifts and bequests to which are deductible for federal gift tax and federal estate tax purposes under Section 2522(a)(2) and Section 2055(a)(2) of the Internal Revenue Code, respectively, for so long as such taxes apply. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

FOURTH. The Corporation may be dissolved upon the adoption of a resolution of dissolution [(i) without a meeting, by the written consent of all the Directors, or (ii) at a meeting of the Board of Directors held for that purpose, by the vote of a majority of the full number of Directors.] *Note: the exact provisions for the authorization of the dissolution of the Corporation will depend on which governance structure is adopted for the Foundation.* Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation [to such organization or organizations described in Section 501(c)(3) of the Internal Revenue Code, organized and operated to advance charitable purposes similar to the Corporation's purposes, as the Board of Directors shall determine] [to the City of Lakewood, Ohio, to be used exclusively for public purposes, so long as it then qualifies as a political subdivision described in Section 170(c)(1) of the Internal Revenue Code]. If for any reason the Board of Directors fails to so distribute any such assets, the assets not so disposed of shall be distributed [exclusively for charitable and educational purposes to such organizations described in Section 501(c)(3) of the Internal Revenue Code, organized and operated for charitable purposes similar to the Corporation's purposes, as may be designated by the Court of Common Pleas in the county in which the principal office of the Corporation is then located] [by the Court of Common Pleas of Cuyahoga County to the City of Lakewood, Ohio, to be used exclusively for public purposes so long as it then qualifies as a political subdivision described in Section 170(c)(1) of the Internal Revenue Code].

FIFTH. The following individuals shall serve as the initial Directors of the Corporation until their successors are elected and qualify:

SIXTH. These Articles of Incorporation may be amended, or new Articles of Incorporation may be adopted (i) without a meeting, by the written consent of all the Directors, or (ii) at a meeting of the Board of Directors held for that purpose, by the vote of a majority of the full number of Directors. *Note: The exact provisions for amendment or restatement of the Articles of Incorporation will depend on which governance structure is adopted for the Foundation.*

SEVENTH. All references in these Articles of Incorporation to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under those Sections and provisions.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Cleveland, Ohio, this ____ day of _____, 2106.

[Name]
Incorporator

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