

Exhibit A-2
Healthy Lakewood Foundation Articles of Incorporation

(see following pages)

Form 532B Prescribed by:

JON HUSTED
Ohio Secretary of State



Toll Free: (877) 808-FILE (877-767-3453)
Central Ohio: (614) 468-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mall this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216
Expedite Filing (two business day processing time.
Requires an additional \$100.00)
P.O. Box 1390
Columbus, OH 43216

For screen readers, follow instructions located at this path.

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: \$99
(114-ARN)
Form Must Be Typed

Please check the box if this nonprofit corporation is being formed for the following purpose:

- Community Improvement Corporation (Economic Development or Land Reutilization) - Please see Ohio Revised Code Chapter 1724 or the instructions at the end of this form for more information.

First: Name of Corporation

Second: Location of Principal Office in Ohio

City State

County

Optional: Effective Date (MM/DD/YYYY) (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Third: Purpose for which corporation is formed

To address community health and wellness needs in the City of Lakewood and to do whatever is deemed necessary, advisable, or conducive to effectuate the foregoing including the exercise of all authority and powers permitted to corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law and as are permitted by organizations exempt from taxation pursuant to section 501(c)(3) of the IRS Code.

**** Note: for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. ****

**** Note: ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. ****

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

Healthy Lakewood Foundation

(Name of Corporation)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

Susan O. Scheutzow

(Name of Statutory Agent)

1375 East Ninth Street

(Mailing Address)

Cleveland

(Mailing City)

OH

(Mailing State)

44114

(Mailing ZIP Code)

Must be signed by
the incorporators or
a majority of the
incorporators.

(Signature)

(Signature)

(Signature)

Acceptance of Appointment

The Undersigned, Susan O. Scheutzow, named herein as the

(Name of Statutory Agent)

Statutory agent for Healthy Lakewood Foundation

(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

**ADDITIONAL ARTICLES TO THE ARTICLES OF INCORPORATION OF HEALTHY
LAKEWOOD FOUNDATION**

ARTICLE FOURTH. No part of the net earnings of the Corporation shall inure to the benefit of any Incorporator or Director of the Corporation, or 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 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 (i) that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, and (c) to which gifts and bequests are deductible for federal gift tax and federal estate tax purposes under Sections 2522(a)(2) and 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.

ARTICLE FIFTH. 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. 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 organizations described in Section 501(c)(3) of the Internal Revenue Code, organized and operated for charitable purposes similar to the Corporation's purposes and benefitting the Lakewood, Ohio community, as may be determined by the Directors, in such amounts as are determined by the Directors.

ARTICLE 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 two-thirds of the full number of Directors.

ARTICLE 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.

Exhibit A-3

Healthy Lakewood Foundation Code of Regulations

(see following pages)