

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
Ohio Breastfeeding Alliance  
Dayton, Ohio**

**ARTICLE I. IDENTITY AND DURATION**

These are the Articles of Incorporation of Ohio Breastfeeding Alliance, a non-profit corporation organized under the laws of Ohio, with its principal place of business in Athens, Ohio in Athens County. The period of duration of the Corporation is perpetual.

**ARTICLE II. PURPOSES AND POWERS**

Section 1:

The Ohio Breastfeeding Alliance, is organized exclusively for charitable and educational purposes, as defined by 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation is also organized for such purposes as making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code. The Corporation will form a coalition of partners focused at the state level to collaborate for the promotion, protection and support of breastfeeding and human milk feeding in order to improve the health of Ohio citizens.

Section 2:

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 purposes of Article II. 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 by an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 3:

The Corporation shall have such powers as granted to the Corporation by the O.R.C. 1702.12, as amended from time to time, that are not inconsistent with exemption as an organization described in 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III. GOVERNANCE**

The Corporation shall look to these Articles of Incorporation, the Corporations bylaws, the laws of this state with reference to non-profit organizations, and §501(c)(3) of the Internal Revenue Code, as amended from time to time, for guidance in the operation of its affairs.

### **ARTICLE IV. MEMBERS & OFFICERS**

Any person interested in the purposes of the Corporation shall be eligible for membership in the Corporation in accordance with the rules of membership set forth in the Bylaws. The authorized number and qualifications of the Members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of Members, shall be set forth in the Bylaws.

### **ARTICLE V. DISSOLUTION**

The assets of the Corporation are irrevocably dedicated to charitable and educational purposes. Upon dissolution of the Corporation, its assets shall be distributed for charitable purposes within the meaning of 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 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.

### **ARTICLE VI. AMENDMENTS**

Section 1:

These Articles may be amended by the Directors in the manner provided by law.

Section 2:

A set of Bylaws of the Corporation, consistent with these Articles, may be adopted or amended by the membership at any regular meeting or any special meeting called for that purpose. A Manual of Policies and Procedures, consistent with these Articles and with the Bylaws, may be adopted or amended by the Board of Directors at any regular meeting or any special meeting called for that purpose. The Bylaws may provide that if all the Directors severally or collectively consent in writing to any action to be taken by the Directors, such consent shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and that such may be stated to have that effect in any certificate or document filed under the Ohio Non-Profit Corporation Law.

### **ARTICLE VII. BOARD OF DIRECTORS**

The following persons shall serve said Corporation as the Executive Committee and Directors:

- a) Lori Nester, Chair  
103 N Lawn Ave  
Bluffton, OH 45817
  
- b) Ann Davis, Secretary  
340 Corona Ave  
Dayton, OH 45419
  
- c) Jennifer Foster, Treasurer  
4517 Honeysuckle Dr  
North Canton, OH 44720

Forthwith, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws.

**This Policy approved by Majority of the Board of Directors on November 12<sup>th</sup>, 2014.**

**Signed**                    **Lori Nester, Chair**  
Attest: Ann Davis, **Secretary**

**This Policy approved by Majority Vote of Membership on December 3<sup>rd</sup>, 2014**

**Signed**                    **Lori Nester, Chair**  
Attest: Ann Davis, **Secretary**