

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BUSINESS VOLUNTEERS UNLIMITED

FIRST. The name of the Corporation shall be Business Volunteers Unlimited.

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

THIRD. The Corporation is organized and shall be operated exclusively for public charitable and educational purposes that will, in the absolute and uncontrolled discretion of the Directors of the Corporation, most effectively assist nonprofit organizations by serving as a capacity-building resource for nonprofit organizations and by promoting volunteerism among businesses and within the community, in each case, by engaging in one or more of the following activities:

(a) Encouraging and facilitating volunteerism on a comprehensive basis by developing and referring broad based volunteer assistance, management assistance, and nonprofit directors and trustees to assist organizations in the areas of economic development, physical development, health and human services, education, arts, and cultural, civic and public affairs;

(b) Enhancing the effectiveness of volunteers through training and development services, assessments, and advocacy for volunteerism;

(c) Encouraging and facilitating broad based volunteer activity among business personnel as well as individuals from the general community who are interested in public service, developing opportunities for volunteers to provide their support and assistance according to their interests, and enhancing the value of the volunteer activity by training and developing volunteers and conducting assessments of volunteer placements;

(d) Serving as a resource for improving the management, governance, and leadership of nonprofit organizations including without limitation nonprofit organizations based in the cities of Akron and Cleveland, Ohio, and in the counties of Cuyahoga and Summit, Ohio;

(e) Identifying nonprofit organizations seeking professional and technical expertise in areas such as law, accounting, computer services, marketing, and strategic planning and, by working with businesses to identify staff who are interested in applying their skills and expertise to assist nonprofit organizations, matching management assistance volunteers to nonprofit organizations and enhancing the value of the volunteer activity by training and developing management assistance volunteers and conducting assessments of volunteer placements;

(f) Broadening the base of prospective nonprofit directors and trustees by identifying and developing individuals with a variety of talents, qualities, and areas of expertise for referral to nonprofit organizations and enhancing governance by offering directors and trustee development services;

(g) Developing a spirit of volunteerism among young adults by working with area secondary schools, colleges, and universities to encourage volunteerism as a school experience, and ultimately a life pursuit, working with student leaders, faculty, staff, and related organizations to promote and facilitate volunteerism on campus, forming a council of representatives from each participating school to share ideas and resources that enhance the impact and visibility of a large scale student volunteerism effort, and exposing students to opportunities for lifetime involvement in volunteerism, including trusteeship;

(h) Engaging in such other activities of service to the public and nonprofit organizations, agencies, and programs as may be deemed by the Directors to be appropriate for the Corporation;

(i) Acquiring or receiving from any persons, firms, associations, corporations, trusts, foundations, governmental subdivisions, units, or agencies, 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

(j) Doing whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to effectuate the purposes of the Corporation, including the exercise of all authority enjoyed by corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law.

The Corporation shall carry on only such activities as are consistent 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, Director, or officer of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered to it; to employ such agents, attorneys, and investment counsel as the Directors

may deem to be necessary or proper, including any firm or corporation with which a Director or officer may be associated as a partner, officer, or otherwise; 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 (a) that is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code that is other than a private foundation within the meaning of 509(a) of the Internal Revenue Code, (b) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, and (iii) gifts and bequests to which are deductible for federal gift and federal estate tax purposes under Sections 2522(a)(2) and Section 2055(a)(2) of the Internal Revenue Code, respectively, for as long as such taxes apply. These Articles shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

FOURTH. The Corporation may be dissolved by action of the Directors in accordance with Section 1702.14 of the Ohio Revised Code (i) at a meeting held for the purpose of adopting a resolution of dissolution, upon the affirmative vote of a majority of the all the Directors of the Corporation or (ii) without a meeting, by the written consent of all the Directors. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to one or more organizations organized and operated exclusively for public

charitable uses and purposes and qualifying as a tax exempt organization or organizations described in Section 501(c)(3) of the Internal Revenue Code as the Board of Directors of the Corporation may select in its discretion. Any assets of the Corporation not so distributed shall be distributed by the Court of Common Pleas of the county in which the principal office of the Corporation is located at the time of dissolution, for purposes consistent with the charitable purposes of the Corporation as described in Article THIRD, to one or more organizations organized and operated exclusively for public charitable uses and purposes and qualifying as a tax exempt organization or organizations described in Section 501(c)(3) of the Internal Revenue Code as the Court shall determine.

FIFTH. These Amended and Restated Articles may be amended, or new Articles of Incorporation may be adopted, by action of the Directors in accordance with Section 1702.14 of the Ohio Revised Code (i) at a meeting of the Board of Directors held for that purpose, upon the affirmative vote of a majority of all the Directors of the Corporation, or (ii) without a meeting, by the written consent of all the Directors.

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

SEVENTH. These Amended and Restated Articles of Incorporation constitute the Amended and Restated Articles of Incorporation of the Corporation in accordance with the Ohio Nonprofit Corporation Law and, as such, supersede the existing Articles of Incorporation of the Corporation, as amended.