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Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 10/14/2005 03:48 PM Pg: 1 of 8

FORM NFP 102.10 (rev. Dec. 2003)  
ARTICLES OF INCORPORATION  
General Not For Profit Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9522  
www.cyberdriveillinois.com

filed: 10/11/2005



Jesse White Secretary of State

File # **64487558** Filing Fee: \$ 50.00 Approved: **BE**  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

Article 1: The name of the corporation is: ACG Columbus, Inc.

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent	<u>Daniel Varrone</u>		
	First Name	Middle Name	Last Name
Registered Office	<u>853 N. Quentin Road #323</u>		
	Number	Street	(Suite #) (A.P.O. Box alone is not acceptable)
	<u>Palatine</u>	<u>Palatine</u>	<u>COOK</u>
	City	ZIP Code	County
		<u>60067</u>	

Article 3: The first Board of Directors shall be \_\_\_\_\_ in number, their names and addresses being as follows: (Not less than three)

Directors Names	Street Address	City	State	ZIP Code
SEE ATTACHED SCHEDULE OF DIRECTORS				

Article 4: The purposes for which the corporation is organized are: **60**

SEE ATTACHMENT

(over)

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Article 4. (continued)

Is this corporation a Condominium Association as established under the Condominium Property Act?  
 Yes  No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954?  Yes  No (Check one)

Is this corporation a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure?  Yes  No

Article 5. Other provisions (please use separate page if additional space is needed):

SEE ATTACHMENT

Article 6. **NAMES & ADDRESSES OF INCORPORATORS**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated October 1, 2005  
(Month & Day) (Year)

**SIGNATURES AND NAMES**

1. [Signature]  
Signature  
Vera Penev  
Name (please print)
2. \_\_\_\_\_  
Signature  
Name (please print)
3. \_\_\_\_\_  
Signature  
Name (please print)
4. \_\_\_\_\_  
Signature  
Name (please print)
5. \_\_\_\_\_  
Signature  
Name (please print)

**POST OFFICE ADDRESS**

1. 3500 Three First National Plaza  
Street  
Chicago, IL 60602  
City/Town State ZIP
2. \_\_\_\_\_  
Street  
City/Town State ZIP
3. \_\_\_\_\_  
Street  
City/Town State ZIP
4. \_\_\_\_\_  
Street  
City/Town State ZIP
5. \_\_\_\_\_  
Street  
City/Town State ZIP

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

**FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11**

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**SCHEDULE OF DIRECTORS  
TO FORM NFP-102.10  
ARTICLES OF INCORPORATION  
OF  
ACG COLUMBUS, INC.**

Article 3.

<u>Name</u>	<u>Street Address</u>
Kelly Borth	Greencrest 120 Northwoods Boulevard Columbus, OH 43235
Stephen S. Brooks	FirstMerit 5455 Rings Road Suite 100 Dublin, OH 43017
Peter G. Davies	Stonemenge Partners 191 West Nationwide Boulevard Suite 600 Columbus, OH 43215
Curtis A. Loveland	Porter Wright Morris & Arthur LLP 41 South High Street Columbus, OH 43216
John Mott	Corporate Finance Associates 1329 E. Allen Street Lancaster, OH 43130
David Sceva	U.S. Bank 175 South Third Street 4 <sup>th</sup> Floor Columbus, OH 43215
Steven Shepard	LaSalle Bank One Columbus Center Suite 2250 10 West Broad Street Columbus, OH 43215

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**Name**

**Street Address**

Phillip A. Voelker

Advanced Asset Management Advisors, Inc.  
255 Bradenton Avenue  
Suite 200  
Dublin, OH 43017

Thomas Washbush

Benesch Friedlander Coplan & Aronoff LLP  
88 Broad Street  
Suite 900  
Columbus, OH 43215

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**ATTACHMENT  
TO FORM NFP-102.10  
ARTICLES OF INCORPORATION  
OF  
ACG COLUMBUS, INC.**

**Article 4.** The corporation is organized for educational purposes, including:

(a) Conducting local educational programs for, and facilitating networking activities of, members of this corporation as a chapter of the Association for Corporate Growth, Inc., an Illinois not-for-profit corporation (the "Association") in fulfillment of the purposes of the Association.

(b) Coordinating such educational and networking activities with those of other chapters of the Association.

**Article 5.**

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, directors, 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 expenditures in furtherance of the purposes set forth herein. No 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 or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or successor provisions.

(b) The corporation is not organized for profit, and the corporation shall not engage in any business of a kind ordinarily carried on for profit.

(c) The business and affairs of the corporation shall be managed by the Board of Directors.

(d) The corporation shall enter into a Chapter Affiliation Agreement (the "Chapter Affiliation Agreement") with the Association, pursuant to which the corporation shall be granted a charter to operate as a chapter of the Association.

(e) The By-Laws of the corporation shall be adopted, amended, altered or repealed upon the affirmative vote of a majority of the directors then in office.

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(f) The corporation shall dissolve upon the termination of the Chapter Affiliation Agreement.

(g) Upon the dissolution or final liquidation of the corporation, the Board of Directors shall cause the corporation to (i) pay all of the liabilities of the corporation, (ii) return, transfer or convey any assets held by the corporation which are subject to the condition that the assets be returned, transferred or conveyed upon dissolution or liquidation of the corporation in accordance with the term of such condition, and (iii) distribute the remaining assets of the corporation to the Association, provided that the Association then qualifies as an organization exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Code; or, if the Association does not so qualify, to one or more organizations that then qualify as exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Code, or to the federal government, or to a state or a local government, for a public purpose, as the Board of Directors shall determine.

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RETURN RECORDED DOCUMENT TO:

**VERA PENEV  
UNGARETTI & HARRIS  
3500 THREE FIRST NATIONAL PLAZA  
CHICAGO, ILLINOIS 60602-4283**