

Amended
Articles of Incorporation
of
Santa Maria Community Services, Inc.

ARTICLE I. NAME

The name of this organization shall be Santa Maria Community Services, Inc.

ARTICLE II. OFFICE

The principal office of the Corporation shall be located in the City of Cincinnati, Hamilton County, Ohio

ARTICLE III. PURPOSE / ACTIVITIES

Section 1. Santa Maria Community Services' mission is to empower members of the communities we serve, through knowledge and encouragement, to embrace and enhance their ability to change the conditions that limit their opportunities. Our vision is that Santa Maria builds community capacity, creating strong neighborhoods where:

- a. families are thriving,
- b. people share a mutual respect for and take care of each other regardless of racial, ethnic or cultural backgrounds,
- c. schools and businesses are vibrant, and
- d. there are clean, safe, nurturing places for all.

Section 2. Santa Maria Community Services, Inc. is organized exclusively for charitable and educational purposes, rendering family and community support services that support the agency's mission. No part of any funds of the corporation shall inure to the benefit of or be distributable to any of its members, directors, officers, staff 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 set forth in this Article.

Section 3. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under

Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

Section 4. The Corporation may purchase or otherwise acquire, lease as lessee, invest in, hold, use, lease as lessor, encumber, sell, exchange, transfer and dispose of property of any description or any interest therein by authority in action of its Board of Directors and further the Corporation may borrow money, issue, sell and pledge its notes, bonds, and other evidence of indebtedness, and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, by authority and action of its Board of Directors.

ARTICLE IV. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable or educational purposes as organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. The Board of Directors may (but shall not be required to) consult with United Way of Greater Cincinnati to identify needy and worthwhile organization or organizations organized and operated exclusively for charitable or educational purposes as organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) to receive the net assets of the corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Hamilton County, Ohio, or the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE V. MEMBERS

The Board of Directors of the Corporation shall constitute its members and shall be known as the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of such number of persons as the members of this Corporation shall determine from time to time by setting forth such numbers by the Code of Regulations.

ARTICLE VII. AMENDMENTS

These Articles may be amended at any meeting of the Board of Directors by the affirmative vote of the majority of the Directors

These Amended and Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation as heretofore amended.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 22nd day of May, 2008

Sr. Arlene McGowan SFP, Chair

Jill Meyer, Vice Chair

Sr. Agnes Coveney, OSU, Secretary

David Raasch, Treasurer

H.A. Musser, President & CEO