

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SHAKER LAKES REGIONAL NATURE CENTER**

**ARTICLE I**

**Name**

The name of the Corporation shall be Shaker Lakes Regional Nature Center.

**ARTICLE II**

**Principal Place of Business**

The place where the principal office of the Corporation is to be located is the City of Cleveland, Cuyahoga County, Ohio, on land leased to the City of Shaker Heights, Cuyahoga County, Ohio, pursuant to the terms of a long-term lease.

**ARTICLE III**

**Purpose**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) (or the corresponding provision of any future United States Revenue Law) including, without limitation, the following purposes:

- (A) To foster preservation of the Shaker Lakes Park area as a viable ecological community and environmental education classroom;

- (B) To provide a program that builds awareness of the natural world, understanding of how life functions on this planet, and responsibility for living in harmony with all living things on the Earth;
- (C) To provide facilities which best adapt themselves to carrying out the aforesaid purposes;
- (D) To enter into agreements with municipalities and private or public bodies in order to carry out the aforesaid purposes; and
- (E) To do whatever is deemed necessary, useful or conducive to carrying out any of the purposes of the corporation, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law.

Solely for such purposes, the Corporation is empowered to exercise all the rights and powers conferred by the laws of the State of Ohio with respect to non-profit corporations.

#### ARTICLE IV

##### Trustees

There shall be no members of the Corporation, as such, and the Trustees shall be taken to be the “Members of the Corporation” for the purposes of any statute or rule of law relating to corporations. Any resolution, authorization, meeting or act of the Trustees shall for all purposes where necessary be the resolution, authorization, meeting or act of the Members of the Corporation without the necessity to designate in any manner such resolution, authorization, meeting or act as the resolution, authorization, meeting or act of the Members of the Corporation.

#### ARTICLE V

##### Nature Center Members

The Board of Trustees may establish one or more classes of persons (natural as well as artificial) to be known as Members of the Nature Center, as distinguished from Members of the Corporation referred to in Article IV. Members of the Nature Center shall not be legal Members of the Corporation, nor shall they have any right to vote or exercise any other legal powers with respect to the Corporation.

## ARTICLE VI

### Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 set forth in Article III hereof. 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 of or distribution of the statements of) any political campaign on behalf of or in opposition to any candidate for public office. Anything to the contrary notwithstanding, the Corporation shall not engage in any activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) corporations the contributions to which are deductible under Section 170 of the Code. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from United States income tax under Section 501(c)(3) of the Code the contributions to which are deductible under Sections 170, 642, 2055 and 2522 of the Code. Further, it is intended that the Corporation shall have and continue to have the status of a corporation which is described in Sections 509(a)(1), (2) or (3) of the Code. These Articles shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

Any reference in these Articles to a section of the Code shall be deemed to include the corresponding provision of any applicable future United States Internal Revenue Law.

## ARTICLE VII

### Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation and in such manner or to such organization or organizations, organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code to which charitable contributions can be made under Section 170(c)(2) of the Code, and as an organization or organizations described under Sections 509(a)(1), (2) or (3) of the Code.

## ARTICLE VIII

### Articles

These Second Amended and Restated Articles of Incorporation hereby supersede the preceding 1998 Amended Articles of Incorporation and amendments related thereto.