



East Liverpool's Got Talent

An Ohio Non-profit Public Benefit Corporation

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be **East Liverpool's Got Talent Corporation**. The business of the corporation may be conducted as **East Liverpool's Got Talent Corporation** or **ELGT**.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

East Liverpool's Got Talent Corporation is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. East Liverpool's Got Talent Corporation's purpose is to educate, coordinate, recognize, provide aid to inspire and expose to the public our local musicians and artists in our hometown and surrounding communities. We believe showcasing new talent will inspire others, and result in the betterment of our community.

We provide education by giving free lectures and slideshows in schools, libraries, and other public venues as well as utilizing social media channels and the corporation's website to provide

exposure to promote youthful and beginning artists and musicians. We host community functions which introduce musicians and artists to the public attending.

Our programs include sending out ambassadors to raise social consciousness about the cause on a local level, and to hold fundraising events in order to provide assistance to those whom may need scholarships to further their studies, regardless of their race, ethnicity, or religion, and to provide funds to other non-profit organizations which entertain the same goals and ideals.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for the betterment of our community.

3.02 Public Benefit

East Liverpool's Got Talent Corporation is designated as a public benefit corporation.

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

East Liverpool's Got Talent Corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of East Liverpool's Got Talent 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 set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

East Liverpool's Got Talent Corporation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may,

however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of East Liverpool's Got Talent Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the East Liverpool's Got Talent Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the East Liverpool's Got Talent Corporation hereunder shall be selected by the discretion of a majority of the managing body of the East Liverpool's Got Talent Corporation and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the East Liverpool's Got Talent Corporation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Ohio.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, 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.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

East Liverpool's Got Talent Corporation shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be **Amy E. Hissom-Daugherty, Jeffrey Daugherty, Keith A. Williams, and Pennie L. Zehnder.**

ARTICLE VI **MEMBERSHIP**

6.01 Membership

3.1 Memberships

Application for membership of East Liverpool's Got Talent Corporation shall be open to the public that support the purpose statement in Article II Section 2.1 of East Liverpool's Got Talent Corporation bylaws and continuing membership is contingent upon being up –to-date on membership dues set forth by the Board of directors.

3.2 Membership Classification

East Liverpool's Got Talent has two defined memberships (1) Adult member is anyone that is of legal age 18- endless age. (2) The Junior membership is based on the age of 15-18 with parental consent.

3.3 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.4 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII **ADDRESSES OF THE CORPORATION**

8.01 Corporate Address

The physical address of the corporation is:
P.O. Box 386, East Liverpool, Ohio 43920
The mailing address of the corporation is:
P.O. Box 386, East Liverpool, Ohio 43920

ARTICLE IX **APPOINTMENT OF REGISTERED AGENT**

9.01 Registered Agent

The registered agent of the corporation shall be:
Amy E. Hissom-Daugherty, Founder & Executive Director
2209 Macrum Street
East Liverpool, Ohio 43920

ARTICLE X **INCORPORATOR**

The incorporators of the corporation are as follow:

Amy E. Hissom-Daugherty, Founder & Executive Director
2209 Macrum Street
East Liverpool, Ohio 43920

Keith A. Williams, Executive Director
785 Township Road 285B
Irondale, Ohio 43932

Jeffrey A. Daugherty, Executive Director
2209 Macrum Street
East Liverpool, Ohio 43920

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of East Liverpool's Got Talent Corporation were approved by the board of directors on **March 26, 2015** and constitute a complete copy of Articles of Incorporation of the East Liverpool's Got Talent Corporation.

Amy E. Hissom-Daugherty, Founder & Executive Director
2209 Macrum Street
East Liverpool, Ohio 43920

Keith A. Williams, Executive Director
785 Township Road 285B
Irondale, Ohio 43932

Jeffrey A. Daugherty, Executive Director
2209 Macrum Street
East Liverpool, Ohio 43920

Pennie L. Zehnder, President
1044 St. Clair Avenue
East Liverpool, Ohio 43920

Patty Stumbo, Vice-President
482 Orchard Grove Ave.
East Liverpool, Ohio 43920

Raquel C Welsh, Treasurer
228 North Beaver Street
Lisbon, Ohio 44432

James B. Looman, Secretary
3204 Leland Drive
East Liverpool, Ohio 43920

Acknowledgment of consent to appointment as registered agent

I, **Amy E. Hissom-Daugherty**, agree to be the registered agent for East Liverpool's Got Talent Corporation as appointed herein.

Registered Agent: *Amy E. Hissom-Daugherty*

Date: March 26, 2015