



NATIONAL
RECREATION AND PARK
ASSOCIATION

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Ohio Secretary of State Office
180 Civic Center Dr.
Columbus, Ohio 43215

To the Ohio Secretary of State:

Pursuant to your request, the purpose of this letter is to explain why, in our view, our company is exempt from registering in Ohio under Chapter 1706 of the Ohio Revised Code (ORC). National Recreation and Park Association is an **501(c)(3)** Non-profit Organization with offices at 22377 Belmont Ridge Road, Ashburn, Virginia 21048 that aims advance parks, recreation and environmental conservation efforts that enhance the quality of life for all people and to develop markets and sell trainings and certification products to customers around the world. The National Recreation and Park Association does not have any offices in Ohio and does not conduct a substantial part of its business in Ohio. Thus, in our view, our operations do not meet the definition of "transacting business" in the state under ORC §1706.512.

Ohio courts have held that a foreign entity is transacting business in the state when it engages in "some substantial part of its ordinary or customary business, usually continuous in the sense that it may be distinguished from merely casual, sporadic, or occasional transactions and isolated acts," and that "a foreign corporation's activities must be permanent, continuous, and regular to constitute 'doing business.'" (see, e.g., *Premier Capital, L.L. C. v. Baker*, 972 N.E.2d 1125, 1131 (Ohio App. 11th Dist. 2012)).

Since activities in Virginia do not constitute "transacting business" in the state, it is our position that we are not required to register as a foreign LLC. If you have any questions, please contact the undersigned at ccarnage@nrpa.org.

Candice Carnage