

CONTRACT BETWEEN THE CITY OF COLUMBUS AND  
THE COLUMBUS FOUNDATION FOR ADMINISTRATION OF THE  
FOUNDATION FOR ACTIVE LIVING

This contract is entered into as of the 22<sup>nd</sup> day of July, 2008 by and between The Columbus Foundation and the City of Columbus, Ohio, Board of Health (hereinafter referred to as "the City"), as authorized by Ordinance No. 1210-2008, passed July 14, 2008 by the Columbus City Council.

WHEREAS, the City would like to encourage healthy and active living to address increases in disease associated with obesity and sedentary lifestyles; and

WHEREAS, the "Foundation for Active Living", a donor advised fund to be established at The Columbus Foundation by the City will accept corporate and private donations and will distribute funds to Columbus Public Health, the Institute for Active Living, other City programs and various organizations within the community, for the benefit of the community.

WHEREAS, the City is in need of the expertise offered by The Columbus Foundation in the administration of such funds; and

WHEREAS, the Mayor has appointed the Health Commissioner for the City of Columbus to request grants from this fund which will enable the City to achieve the goals identified above;

NOW THEREFORE, in consideration of the following promises, terms, and conditions, the parties agree:

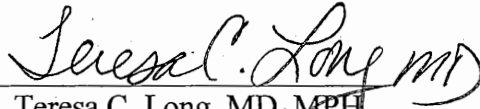
1. The fund known as the "Foundation for Active Living" shall be a donor advised fund as indicated in the Letter of Transmittal attached and incorporated as Exhibit A and will be maintained and administered by The Columbus Foundation in accordance with the Amended Articles of Incorporation of The Columbus Foundation that are attached and incorporated herein as Exhibit B.
2. The Columbus Foundation will charge an annual administrative fee that will be assessed quarterly pursuant to the fee schedule for donor advised funds attached and incorporated herein as Exhibit C.
3. In the event that the City receives donations directly, such monies will be transferred to The Columbus Foundation for deposit into the fund.
4. The Health Commissioner for the City of Columbus will be the grantmaking advisor to the fund.

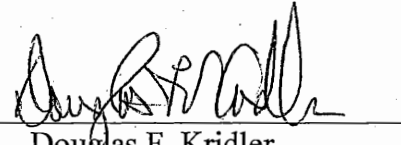
5. Upon request of the Health Commissioner, The Columbus Foundation will provide grantmaking assistance, including research on and evaluation of grant proposals, in accordance with its ordinary services for donor advised funds.

IN WITNESS WHEREOF, the parties have executed this Contract as of the day and year written above.

City of Columbus  
Board of Health

The Columbus Foundation

By:   
Teresa C. Long, MD, MPH  
Health Commissioner

By:   
Douglas F. Kridler  
President and CEO

Dated as of July 22, 2008

Dated as of July 22, 2008

1-20-09  
mic

THE COLUMBUS FOUNDATION (C)  
Letter of Transmittal

**Foundation for Active Living**  
Donor Advised Fund

The Columbus Foundation

To the Board of Trustees:

A gift in the amount of \$10,000 has been delivered to The Columbus Foundation, an Ohio not-for-profit corporation, for its charitable, educational, and public purposes.

This gift hereby creates a fund as provided for in the Amended Articles of Incorporation of The Columbus Foundation and any additions thereto at any time made. The entire Fund, together with any income therefrom, may be expended and distributed and shall not be subject to the restrictions as to distribution of principal set forth in ARTICLE THIRD of the Amended Articles of Incorporation, and the geographic limitations of ARTICLE THIRD shall not apply.

The Fund so established shall be known as the **Foundation for Active Living**, a donor advised fund of The Columbus Foundation. The Health Commissioner for the City of Columbus shall be the advisor to this Fund. Grants from this fund shall be made for the purpose of improving the health of the citizens of the City of Columbus.

By Teresa C. Long MD  
Teresa C. Long, M.D., M.P.H.  
Health Commissioner  
City of Columbus

We hereby acknowledge receipt of a gift in the amount of \$10,000 and agree to administer the same under the Amended Articles of Incorporation of The Columbus Foundation, as of the 22<sup>nd</sup> day of July, 2008.

THE COLUMBUS FOUNDATION

By Douglas F. Kridler  
Douglas F. Kridler  
President and CEO



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/08/2006	200606604408	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

COLUMBUS FOUNDATION  
1234 E BROAD ST  
COLUMBUS, OH 43205-1463

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

171581

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**THE COLUMBUS FOUNDATION**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC/AMENDED RESTATED ARTICLES**

Document No(s):

**200606604408**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 2nd day of March, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

[www.state.oh.us/sos](http://www.state.oh.us/sos)

e-mail: [busserv@sos.state.oh.us](mailto:busserv@sos.state.oh.us)

Expedite this Form: (Select One)

- Yes PO Box 1390  
Columbus, OH 43216  
\*\*\* Requires an additional fee of \$100 \*\*\*
- No PO Box 1028  
Columbus, OH 43216

**Certificate of Amendment by  
Shareholders or Members  
(Domestic)  
Filing Fee \$50.00**

**(CHECK ONLY ONE (1) BOX)**

<b>(1) Domestic for Profit</b>		<b>(2) Domestic Non-Profit</b>	
<input type="checkbox"/> Amended (122-AMAP)	<input type="checkbox"/> Amendment (125-AMDS)	<input checked="" type="checkbox"/> Amended (126-AMAN)	<input type="checkbox"/> Amendment (128-AMD)

**Complete the general information in this section for the box checked above.**

Name of Corporation Columbus Foundation

Charter Number 171581

Name of Officer Douglas F. Kridler

Title President & CEO

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the  shareholders  directors (*non-profit amended articles only*)

members was duly called and held on December 16, 2005  
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

In a writing signed by all of the  shareholders  directors (*non-profit amended articles only*)

members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

**Clause applies if amended box is checked.**

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.  
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: The Columbus Foundation

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

Columbus Franklin  
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

See Article THIRD of attached amended Articles of Incorporation.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: \_\_\_\_\_  
(Does not apply to box (2))

**REQUIRED**

Must be authenticated  
(signed) by an authorized  
representative  
(See Instructions)

  
Authorized Representative

2/26/06  
Date

Douglas F. Kridler, President & CEO  
(Print Name)

\_\_\_\_\_  
Authorized Representative

\_\_\_\_\_  
Date

\_\_\_\_\_  
(Print Name)

AMENDED ARTICLES OF INCORPORATION  
OF  
COLUMBUS FOUNDATION\*

**FIRST:** The name of the corporation is Columbus Foundation.

**SECOND:** The place in the State of Ohio where its principal office is located is the City of Columbus, Franklin County.

**THIRD:** The corporation is organized and shall be operated as a component part of The Columbus Foundation, a community foundation that is organized by a Revised Declaration of Trust. In furtherance thereof, the purposes of the Corporation are as follows:

1. To receive money and other property by transfer, gift, bequest, or devise and to invest and reinvest the same;
2. To provide a means by which gifts and bequests made for charitable, scientific, educational, religious, and public purposes may be administered prudently by experienced financial institutions and expended wisely by persons familiar with the charitable, scientific, educational, religious, or public needs of the central Ohio region, taking into account the constantly changing conditions and needs of society. To such end, funds and property are to be held, invested, managed, and distributed for the following purposes by a Board of Trustees composed of individuals of balanced judgment selected for their knowledge of local conditions.

The Board of Trustees shall appropriate the entire net income for such charitable, scientific, educational, religious, and public uses and purposes as will, in the absolute and uncontrolled discretion of the Board of Trustees, most effectively assist, improve the quality of life, and promote the well-being, primarily of the inhabitants of the central Ohio region in the State of Ohio, as now or hereafter constituted, regardless of race, color, creed, or gender, and without in any way enlarging or extending the generality of the foregoing, but rather in illustration and explanation thereof, for the following uses and purposes, among others:

\*Ohio not-for-profit corporation

- (a) To assist charitable, scientific, educational, religious, public, and cultural institutions, organizations, and activities, whether supported wholly or in part by private donations or public funds, and the investigation of the conduct, scope, and operation of the same.
- (b) To assist, improve, and expand arts and humanities activities.
- (c) To assist and improve educational and employment opportunities for persons of all ages.
- (d) To encourage prevention of disease and improve the general quality of physical and mental health care in the community.
- (e) To assist and improve the quality and availability of human services to youth, adults, and the aged.
- (f) To assist and improve the quality and availability of opportunities for public recreation; to promote conservation of natural resources and the protection of the environment.
- (g) To promote the improvement of the urban environment, increase citizen involvement in civic affairs, and improve the administration of justice.

In the exercise of its discretion, the Board of Trustees has authority to make commitments for future payments from anticipated future income for grants to charitable, scientific, educational, religious, and public organizations consistent with past experience and sound judgment.

The Board of Trustees may, by the affirmative vote of at least six of the nine members, appropriate for distribution for the uses and purposes herein mentioned not more than ten percent (10%) of the corpus of any fund in any one calendar year but in no event more than a total of twenty percent (20%) in any period of five consecutive years, unless otherwise provided by the donor in the instrument creating the fund; said percentages shall be computed on the value of the corpus of such fund, as of the close of the calendar year quarter next preceding the date upon which the first payment of principal therefrom is payable to the Foundation; provided however, that when the value of the corpus of any such fund shall be \$25,000 or less, then such limitation shall not apply and the whole of the corpus may be used as provided herein; provided further, however, that in the event that one or more members of the Board of Trustees is required to and does refrain from voting on such an appropriation for distribution pursuant to a conflict of interest policy of the Corporation adopted by the Board of Trustees (a "Conflict of Interest Policy"), then the vote required to approve the appropriation for distribution instead shall require the affirmative vote of two-thirds of those members of the Board of Trustees who are not so required to refrain from voting. Nothing in this paragraph shall



prevent a donor from imposing a shorter time period on his, her, or its gift as to the distribution of principal of the gift.

3. To provide staff support and research services to The Columbus Foundation and such other philanthropic organizations as the Board of Trustees may from time to time determine.
4. To encourage philanthropy through the community, and to serve as a resource and a catalyst for charitable activities; to gather and maintain basic information on grantseekers including: purpose, program, financial, and board and staff; to gather and maintain information on fund-raising campaigns including: operating, capital endowment, special events, special projects, and annual memberships; to gather and maintain basic information on corporate, firm, individual, charitable trust, and foundation donors including: criteria for giving, fields of interest, decision-making process and timing, assets and distributions, and board and staff; to gather and report information on specific grants by corporate, firm, individual, charitable trust, and foundation donors; and to study or encourage studies of charitable needs and opportunities in the community.
5. Subject to the particular terms of the instrument making any transfer, gift, bequest, or devise:

The Corporation shall be vested with the legal title to the property transferred, given, bequeathed, or devised to it for the uses and purposes and upon the conditions herein expressed and shall be entitled to exercise in respect of the property held by it all rights of absolute ownership.

Without in any way limiting or restricting the generality of the foregoing, but rather in enlargement and extension thereof, the Corporation shall have the following powers, which may be exercised without any order of court:

- (a) To invest and reinvest any and all moneys received to produce a reasonable rate of return in such securities including any mutual fund or common trust fund, and property in which it shall be considered proper for Trustees to invest trust funds, prudently, without being limited or restricted at the time of the investment to what are then known as legal investments for fiduciaries under the laws of the State of Ohio or the rules of court.
- (b) To retain any and all property, real or personal, which may come into its hands in the form and condition in which it may be received without liability for any loss sustained by the Corporation by reason of such retention, or it may, if it shall deem it advisable, sell or exchange any or all such property.

- (c) To sell at public or private sale, lease (for such periods, irrespective of the time for distribution of principal, as it shall deem for the best interests of said fund), convey, transfer, exchange, deliver, and dispose of all or any part of the principal or capital of the funds or property from time to time in the possession of said Corporation at such prices and upon such terms and conditions as it shall deem expedient and proper.
  - (d) To consent to the extension, refunding, or renewal of any of such securities and to the extension or renewal of any mortgage or lien securing the same; and to accept title to any property secured by mortgage without the necessity of foreclosure proceedings.
  - (e) To acquire real estate and to manage, protect, and improve any real estate owned by the Corporation; and to pledge, with mortgage security or otherwise, any part of the assets of a trust for the purpose of borrowing and securing funds for the acquisition, protection, or improvement of any asset.
6. No part of the net earnings of the 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 this Article. 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 or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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, 2055, 2106(a)(2)(A), and 2522 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
7. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing the same to The Columbus Foundation, Columbus, Ohio, provided however, that if The Columbus Foundation is not then an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), the Board of Trustees shall dispose of said assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as

shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas, Franklin County, Ohio exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

8. The Board of Trustees may accept any transfer, gift, bequest, or devise for charitable, scientific, educational, religious, or public purposes pursuant to any instrument expressing a desire of the donor (a) as to the time when and the purpose for which the principal shall be distributed, and/or (b) as to the purpose for which the income shall be used for a definite or indefinite period, and any such expressed desire of the donor shall be respected and observed, subject however, in every case to the condition that if and whenever it shall appear to the Board of Trustees that circumstances have so changed since the execution of the instrument containing any such transfer, gift, bequest, or devise as to render unnecessary, undesirable, impractical, or impossible a literal compliance with the terms of such instrument, the Board of Trustees may at any time or from time to time direct the application of such transfer, gift, bequest, or devise to such other charitable, scientific, educational, religious, or public purpose as, in their judgment, will most effectually accomplish the general purposes of the Corporation, without regard to and freed from any specific restriction, limitation, or direction contained in such instrument.
9. The Board of Trustees shall have the power to determine a reasonable return of net income and appreciation, with due regard for safety of principal for each fund and for all funds held by the Corporation in furtherance of the exempt purposes of the Corporation (except for assets held for the active conduct of the Corporation's exempt activities). The Board of Trustees shall have the power to remove and replace any participating agent or custodian for failure to produce over a reasonable period of time (as determined by the Board of Trustees) a reasonable return of net income and appreciation (as determined by the Board of Trustees), or for breach of fiduciary duty under Ohio law.

Any other provisions of these Articles or of any instrument of transfer notwithstanding, the determination whether there is a reasonable return of net income with respect to the exercise of the power contained in the next preceding paragraph, shall be made separately with respect to each restricted trust or fund and shall be made in the aggregate with respect to unrestricted trusts or funds of the Corporation. As used herein, the term "restricted or designated trust or fund" means a trust or fund, any income of which has been designated by the donor of the transfer, gift, bequest, or devise to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class

of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

If it appears that there may be grounds for exercising the power described above with respect to any fund or trust, the Board of Trustees shall notify the agent or custodian involved and provide a reasonable opportunity for explanation and correction. Before exercising the above power, the Board of Trustees may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Ohio. The Board of Trustees shall exercise a power described in this paragraph only upon the vote of not less than a simple majority of the members of the Board of Trustees.

10. All funds of the Corporation shall be presumed to be intended to be used only for charitable purposes and to be productive of a reasonable return of net income. Income is to be distributed at least annually or if accumulated, only in a reasonable amount and for a reasonable period, for charitable, scientific, educational, religious, or public purposes. It is to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, transfer, gift, bequest, or devise in computing Federal income, gift, or estate tax of the donor or his or her estate and not to disqualify the Corporation from exemption from Federal income tax as a qualified charitable organization. If a direction by the donor, however expressed, would, if followed, result in use contrary to the intent so presumed, or if the Board of Trustees is advised by counsel that there is substantial risk of such result, the direction shall not be followed, but shall be varied in accordance with the provisions of Paragraph 8 of this Article so far as is necessary to avoid such result. However, if the donor has stated clearly that compliance is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses for counsel for such advice and proceedings shall be proper expenses of administration.
11. As used herein, the terms "charitable," "scientific," "educational," "religious," and "public," or any of them, shall mean those purposes for which property may be held in trust free from the rule against perpetuities under the laws of the State of Ohio and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
12. In the event that transfers, gifts, bequests, or devises are made to Columbus Foundation (whether the recipient is described as "The Columbus Foundation," "the Columbus Foundation," "Columbus Foundation," or "Columbus Foundation, Inc.") without providing for a trust or without specific reference to whether the same shall be held in trust form under The Columbus Foundation or in corporate form under Columbus Foundation, then the donor's

intent shall be considered, and if unknown, the Articles of Incorporation and Code of Regulations of Columbus Foundation shall be construed as a part of such transfer, gift, bequest, or devise including the instruments, wills, or other writings evidencing the same, and such transfers, gifts, bequests, or devises shall be conclusively deemed to have been made subject to the provisions of these Articles of Incorporation and such transfers, gifts, bequests, or devises shall be available for the purposes and objects hereof, and in every such event the Board of Trustees hereof are and shall be fully authorized and empowered to take such action in the Probate Court or other court of competent jurisdiction, for the receipt of such transfers, gifts, bequests, or devises under and subject to the provisions of these Articles of Incorporation.

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

FIFTH: These Amended Articles of Incorporation may be amended, supplemented, or repealed by the vote of at least six of the nine Trustees then in office at a meeting called for that purpose or at any annual meeting of the Board of Trustees; provided, however, that in the event that one or more Trustees is required to and does refrain from voting on such an action pursuant to a Conflict of Interest Policy, then the vote required to approve such action shall require the affirmative vote of not fewer than two-thirds of the disinterested Trustees.



## ADMINISTRATIVE FEES

The Columbus Foundation fees are based on the amount of work required to administer different fund types. The fee schedule below applies to the funds in The Columbus Foundation and Community Foundations, Inc. Through economies of scale, the Foundation is able to charge minimal fees compared to the costs of maintaining a private foundation.

*Annual Administrative Fees are calculated on the Market Value of Fund Assets*

### Greatest Needs Funds Field of Interest Funds

- 1.15% of assets

### Donor Advised Funds

FOR FUNDS INVESTED WITH FULL CHOICE OF APPROVED INVESTMENT AGENTS

- Minimum quarterly fee of \$120 (\$480 annually); or
- 1% of assets up to \$500,000
- 0.8% of assets from \$500,000 to \$1 million
- 0.6% of assets from \$1 million to \$3 million
- 0.4% of assets over \$3 million

FOR FUNDS INVESTED WITH THE VANGUARD FAMILY OF FUNDS

- Minimum quarterly fee of \$75 (\$300 annually); or
- 1% of assets up to \$500,000
- 0.8% of assets from \$500,000 to \$1 million
- 0.6% of assets from \$1 million to \$3 million
- 0.4% of assets over \$3 million
- All new donor advised funds with assets of \$50,000 or less will be invested with the Vanguard Family of Funds.

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*NOTE: Annual fees, except Organization Endowment Fund fees, are assessed quarterly based upon the fund's previous quarter-end market value. Organization Endowment Fund fees are calculated once a year in the first quarter and are based upon the fund's prior year-end market value.*

### Designated Funds and Organization Endowment Funds

- 0.5% of the prior year end market value of assets up to \$100,000
- 0.3% of the prior year end market value of assets from \$100,000 to \$1 million
- 0.2% of the prior year end market value of assets over \$1 million

### Scholarship Funds

- Minimum quarterly fee of \$50 (\$200 annually); or
- 1% of assets up to \$100,000
- 0.8% of assets from \$100,000 to \$1 million
- 0.6% of assets over \$1 million

### Administrative Funds

- No fee, since the funds support the ongoing operation of the Foundation

### New Funds Created by and Additions to Funds from Planned Gifts

The Columbus Foundation will charge a one-time 1% fee on planned gifts contributed to new or existing funds occurring at death or upon termination of a trust. This applies to all planned gift contributions of assets by means of a bequest, trust, life insurance policy, retirement plan, or other testamentary transfer. The fee income will be used to help underwrite ongoing fund development and planned gift expenses.