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07/02/2024	202418400706	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

Receipt

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VORYS, SATER, SEYMOUR AND PEASE LLP
ATTN: MICHELLE GOODWIN, CORPORATE PARALEGAL
52 EAST GAY STREET
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
3846765

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

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

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 07/01/2024

Document No(s):

202418400706



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 July, A.D. 2024.

Ohio Secretary of State

Form 541 Prescribed by:



Toll Free: 877.767.3453

Central Ohio: 614.466.3910

OhioSoS.gov

business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

For screen readers, follow instructions located at this path.

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed

Check the appropriate box:

☐ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors
☒ pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Charter Number

RECEIVED
2024 JUL -1 PM 3:09
CENTRAL OHIO SECRETARY OF STATE

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

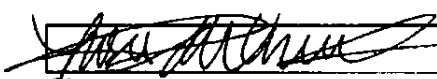
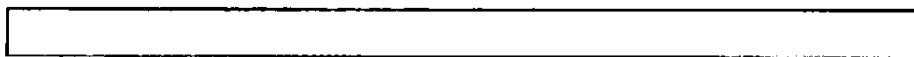
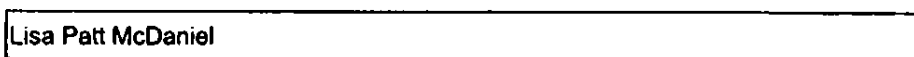
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.


Signature
By (if applicable)
Lisa Patt McDaniel

Print Name


Signature
By (if applicable)
Print Name

**ATTACHMENT TO
CERTIFICATE OF AMENDMENT OF
WORKFORCE DEVELOPMENT BOARD OF CENTRAL OHIO**

It is hereby certified, in accordance with Ohio Revised Code Section 1702.38(G), that the following resolutions were duly adopted by the board of directors (the “Board”) of Workforce Development Board of Central Ohio, an Ohio nonprofit corporation (the “Corporation”), pursuant to Section 1702.38(D) of the Ohio Revised Code, at a meeting of the Board held on May 29, 2024:

RESOLVED, that the following amendment to the Articles of Incorporation (the “Name Change Amendment”) be, and it hereby is, approved by the Board:

The text of Article First, which currently states as follows:

“The name of the corporation shall be Workforce Development Board of Central Ohio.”

is hereby deleted and the following text is hereby inserted in lieu thereof:

“The Name of the corporation shall be Aspyr.”

FURTHER RESOLVED, that the name change shall be reflected in the amended and restated articles of incorporation of the Corporation, in the form attached hereto as Exhibit 1, and that such amended and restated articles of incorporation be, and they hereby are, authorized, adopted and approved.

Exhibit 1

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASPYP

FIRST: The name of the corporation is Aspyr.

SECOND: The place in Ohio where the principal office of the corporation is to be located is in the City of Columbus, County of Franklin.

THIRD: The purpose for which the corporation is formed is exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"). In furtherance of these purposes, the Corporation intends to provide a comprehensive program of workforce development and related services to individuals and businesses in Franklin County, Ohio and the City of Columbus, Ohio. These services are expected to be provided in accordance with, but not limited to, the Workforce Innovation and Opportunity Act of 2014, as currently existing and as may be amended from time to time (the "Act"), and related rules promulgated by the State of Ohio to implement the Act (as currently existing and as may be amended from time to time). The Corporation shall have and may exercise all powers of a nonprofit corporation under the laws of the State of Ohio including, without limiting the generality of the foregoing, the power to accept and use gifts, donations, bequests, and grants of money and property from public or private sources, to acquire other real and personal property, by purchase or otherwise, to enter into leases and other contractual obligations with public or private entities and to use or pledge the proceeds of such leases and

other contractual obligations in connection with the borrowing of money, and to do all things necessary or appropriate in order to accomplish the foregoing purposes.

FOURTH: The Corporation is formed exclusively for purposes for which a corporation may be formed under the Ohio Nonprofit Corporation Law and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons or organizations, 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 THIRD hereof. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent provided in Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax as an organization described in Code Section 501(c)(3); or (b) by a corporation, contributions to which are deductible under Code Sections 170(c), 2055(a) and 2522(a).

FIFTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation 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 the time qualify as an exempt organization or organizations under Code Section 501(c)(3) and as an organization or organizations described in Code Sections 170(c), 2055(a) and 2522(a) or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to one or more organizations which are organized and operated exclusively for such purposes, as said Court shall determine to best accomplish the exempt purposes of the Corporation.

SIXTH: These Articles may be amended from time to time, in whole or in part, by the affirmative vote of a majority of the voting members of the Corporation.