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OhioSoS.gov | business@OhioSoS.gov

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Filing Form Cover Letter

Please return the approval certificate to:

Name *(Individual or Business Name)*:

To the Attention of *(if necessary)*:

Address:

City:

State

ZIP Code:

Phone Number:

E-mail Address:

☐ Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.

☐ Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

☐ **Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.

☐ **Expedite Service 1:** By including an Expedite fee of \$100.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.

☐ **Expedite Service 2:** By including an Expedite fee of \$200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**

☐ **Expedite Service 3:** By including an Expedite fee of \$300.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**

☐ **Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.



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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

[For screen readers, follow instructions located at this path.](#)

**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

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.

/s/ William R. Groves

Signature

By (if applicable)

William R. Groves

Print Name

Signature

By (if applicable)

Print Name

**Amended and Restated
Articles of Incorporation**

of

Coalition for the Common Good

Carole Isom-Barnes, who is Chair of the Board of Coalition for the Common Good (known prior to the filing of these Amended and Restated Articles of Incorporation as Antioch University), an Ohio nonprofit corporation (the “Corporation”), and Mary Granger, who is Secretary of the Corporation, do hereby certify that at a meeting of the Board of Governors of the Corporation duly called and held on June 10, 2023, at which meeting a quorum of Governors was present, by the affirmative vote of a majority of the Governors present, the following Amended and Restated Articles of Incorporation were approved for adoption to supersede the existing Articles of Incorporation and all previous amendments thereto:

ARTICLE I. Name.

The name of the Corporation shall be Coalition for the Common Good.

ARTICLE II. Principal Office.

The place in the State of Ohio where its principal office is currently located is Yellow Springs, Greene County, Ohio.

ARTICLE III. Purpose.

The purposes of the Corporation are as follows:

- (a) To establish, maintain, and conduct at Yellow Springs, Greene County, Ohio, and/or at such other places and through such other learning modalities as the Board of Directors may determine, a university principled on rigorous liberal arts and professional education, innovative experiential learning and socially engaged citizenship through programs which nurture in their students the knowledge, skills and habits of reflection to excel as lifelong learners, democratic leaders, and global citizens who live lives of meaning and purpose and where access to facilities and programs will be afforded to all qualified individuals without regard to race, color, creed, religion, national origin, sex, sexual orientation, gender identity, disability, genetic information, age, marital status, veteran status or other classification protected under Federal, State or local laws.
- (b) To serve as the parent organization of a national university system of multiple nonprofit institutions of higher education with complementary, high-quality academic programs, geographic diversity, and innovative approaches to life-long learning.
- (c) To engage in activities which are exclusively for charitable, scientific, literary, and educational purposes in order that the Corporation shall be exempt from taxes

pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

- (d) To solicit and receive by gift, grant, devise or bequest, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.

ARTICLE IV. Members.

The members of the Board of Directors of this Corporation shall constitute the members of the Corporation as provided in Ohio Revised Code Section 1702.14. Membership or any interest in this Corporation shall not be assignable by any member nor shall membership or any interest in this Corporation pass to any personal representative, heir or devisee. Membership of any member shall cease upon his or her death, resignation, or in accordance with the removal procedure provided in the Code of Regulations of the Corporation.

ARTICLE V. Governing Board.

The authority of the Corporation shall be exercised by or under the direction of the Board of Directors.

ARTICLE VI. Indemnification.

The Corporation shall indemnify, to the full extent permitted by the Ohio Nonprofit Corporation Law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person is or was a “director” within the meaning of the Ohio law or a member of the Corporation and Board of Directors as defined in its Code of Regulations, against expenses, including attorney fees, judgments, fines and amounts paid in settlement. The Corporation may indemnify to the full extent permitted by the Ohio Nonprofit Corporation Law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person is or was an officer, employee, agent or volunteer of the Corporation.

The indemnification is not applicable to a proceeding by or on behalf of the Corporation involving the removal from office of a member of the Board of Directors or officer unless the proceeding terminates with adjudication in favor of such a person.

ARTICLE VII. Powers and Limitations Thereon.

This Corporation shall have all of the powers and authorities granted to it by these Articles of Incorporation and by the Nonprofit Corporation Law of Ohio subject, however, to the following limitations:

- (a) No substantial part of this Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall this Corporation engage in any transaction, accumulation or funds, or any other

activity prohibited to any tax exempt charitable, scientific and educational organization at such time by the Internal Revenue Laws of the United States of America, or the laws of the State of Ohio or any other state where the activities of this Corporation are conducted;

- (b) No part of the net earnings of this Corporation shall inure to the benefit of any trustee, officer or private individual except as reasonable compensation for services rendered, goods received, or in exchange for property or valuable consideration which may be acquired by the Corporation for the accomplishment of its purposes;
- (c) No dividend shall ever be declared or paid by this Corporation and upon termination or dissolution, all of the remaining assets of this Corporation shall be distributed, transferred and conveyed, in trust or otherwise, to organizations which are organized and operated exclusively for charitable, educational and scientific purposes and which qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended;
- (d) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or they may hereafter be amended.

ARTICLE VIII. Amendments.

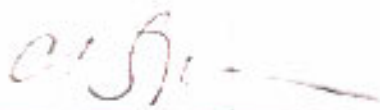
These Articles of Incorporation may be altered or amended only in accordance with the Code of Regulations of the Corporation.

ARTICLE IX. Existing Articles of Incorporation.

These Amended Articles of Incorporation supersede and take the place of the original Articles of Incorporation, all amendments thereto and all amended Articles of Incorporation previously filed.

Amended: June 30, 2023

IN WITNESS WHEREOF, the above-named officers of the Board of Governors acting for and on behalf of the Corporation have subscribed their names as of the date first set forth above.

By: 
Carole Isom-Barnes
Chair of the Board of Governors

By: 
Mary Granger
Secretary

RESOLUTION

06.09.23:11

Final Approval of Affiliation with Otterbein University

The following resolutions are hereby duly adopted by the board of governors (the “Board”) of Antioch University, an Ohio nonprofit corporation (the “Corporation”), at a meeting of the Board held on June 10, 2023, pursuant to the Ohio Nonprofit Corporation Law.

WHEREAS, the Corporation, Otterbein University (“Otterbein”), and Antioch SSO, Inc. (the “SSO”) will enter into that certain Affiliation Agreement (the “Affiliation Agreement”), setting forth the terms and conditions whereby:

- (1) the Corporation will become the sole corporate member of Otterbein; and
- (2) the Corporation and Otterbein will form an innovative, national university system of multiple institutions of higher education with complementary, high-quality academic programs, geographic diversity, and innovative approaches to life-long learning (the “System”);

WHEREAS, the Affiliation Agreement requires that, at Closing (as defined in the Affiliation Agreement), the Corporation’s Amended and Restated Articles of Incorporation and Amended and Restated By-Laws be further amended and restated to reflect the changes required to implement the System structure contemplated by the Affiliation Agreement in order for the Corporation to become the sole corporate member of Otterbein and form the System (the “Governing Documents Changes”), including changing the name of the Corporation to either “IDEA Coalition” or “Coalition for the Common Good” (such change, the “Corporation Name Change”);

WHEREAS, the Affiliation Agreement contemplates that, at Closing, the Corporation will seat a new board of directors (the “New Board”) consisting of four (4) directors nominated by the Corporation, four (4) directors nominated by Otterbein, and one (1) independent director (to be selected by the other eight (8) directors); and

WHEREAS, to effectuate the matters contemplated by the Affiliation Agreement, all Board members will, effective at Closing, resign from their respective positions as Board members and form the Antioch Advisory Board, an advisory board of the Corporation, of which certain Board members will become members, that will advise the New Board on certain matters related to the Antioch Division (as defined in the Antioch Advisory Board Charter).

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

APPROVAL OF THE GOVERNING DOCUMENTS CHANGES

RESOLVED, that, the amendment and restatement of the Amended and Restated Articles of Incorporation of the Corporation, in substantially the form attached hereto as Exhibit A, is approved and adopted, to take effect at Closing.

RESOLVED, that, the amendment and restatement of the Amended and Restated By-Laws of the Corporation, in substantially the form attached hereto as Exhibit B (the “**Amended Bylaws**”), is approved and adopted, to take effect at Closing.

**FORMATION OF THE ANTIOCH ADVISORY BOARD AND APPROVAL OF THE
ANTIOCH ADVISORY BOARD CHARTER**

RESOLVED, that, the formation of the Antioch Advisory Board, to take effect at Closing, is approved and adopted, with a membership consisting of those individuals listed on Exhibit C.

RESOLVED, that the Antioch Advisory Board Charter, pursuant to which the Antioch Advisory Board shall operate, is approved and adopted, substantially in the form attached hereto as Exhibit D (the “**Antioch Advisory Board Charter**”), to take effect simultaneously with the formation of the Antioch Advisory Board.

**APPOINTMENT OF THE NEW BOARD AND RESIGNATION OF EXISTING
BOARD MEMBERS**

RESOLVED, that, effective at Closing, in accordance with the Amended Bylaws, the Board appoints the individuals set forth on Exhibit E to the New Board.

RESOLVED, that, effective at Closing, one or more of the officers of the Corporation or such other persons as may be designated by any one of the officers of the Corporation (the “**Authorized Persons**”) is hereby authorized to accept, on behalf of the Corporation, the resignation of each current Board member by countersigning the form of resignation notice attached hereto as Exhibit F.

APPROVAL OF RELATED ACTIONS

RESOLVED, that the Authorized Persons are, and each of them hereby is, authorized, empowered and directed to take or cause to be taken all such further actions, and to prepare, execute, deliver or cause to be delivered, and file all such further agreements, documents,

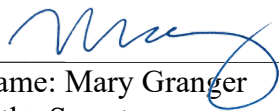
instruments and certificates in the name of and on behalf of the Corporation, and to incur and pay all such amounts, fees and expenses of the Corporation arising in connection with the actions contemplated hereby as in their judgment they deem necessary or advisable in order to effect the actions contemplated hereby and to carry into effect each of the foregoing resolutions.

RESOLVED, that the Authorized Persons are authorized and directed to execute and deliver all instruments and to do all such acts, for and in the name and on behalf of the Corporation as may be necessary or convenient in order to carry out the purposes of the foregoing resolutions.

RATIFICATION

RESOLVED, that the Board ratifies, approves, and adopts any and all actions previously taken and deemed necessary or advisable by any Authorized Person in connection with the creation of the System.

I, Mary Granger, Secretary of the Corporation, do hereby certify that the foregoing is a true and complete copy of resolutions adopted by the Board of the Corporation at a meeting duly called and held on June 10, 2023.



Name: Mary Granger
Title: Secretary

Exhibit A

Amended and Restated Articles of Incorporation

of

Coalition for the Common Good

Carole Isom-Barnes, who is Chair of the Board of Coalition for the Common Good (known prior to the filing of these Amended and Restated Articles of Incorporation as Antioch University), an Ohio nonprofit corporation (the “Corporation”), and Mary Granger, who is Secretary of the Corporation, do hereby certify that at a meeting of the Board of Governors of the Corporation duly called and held on June 10, 2023, at which meeting a quorum of Governors was present, by the affirmative vote of a majority of the Governors present, the following Amended and Restated Articles of Incorporation were approved for adoption to supersede the existing Articles of Incorporation and all previous amendments thereto:

ARTICLE I. **Name.**

The name of the Corporation shall be Coalition for the Common Good.

ARTICLE II. **Principal Office.**

The place in the State of Ohio where its principal office is currently located is Yellow Springs, Greene County, Ohio.

ARTICLE III. **Purpose.**

The purposes of the Corporation are as follows:

- (a) To establish, maintain, and conduct at Yellow Springs, Greene County, Ohio, and/or at such other places and through such other learning modalities as the Board of Directors may determine, a university principled on rigorous liberal arts and professional education, innovative experiential learning and socially engaged citizenship through programs which nurture in their students the knowledge, skills and habits of reflection to excel as lifelong learners, democratic leaders, and global citizens who live lives of meaning and purpose and where access to facilities and programs will be afforded to all qualified individuals without regard to race, color, creed, religion, national origin, sex, sexual orientation, gender identity, disability, genetic information, age, marital status, veteran status or other classification protected under Federal, State or local laws.
- (b) To serve as the parent organization of a national university system of multiple nonprofit institutions of higher education with complementary, high-quality academic programs, geographic diversity, and innovative approaches to life-long learning.
- (c) To engage in activities which are exclusively for charitable, scientific, literary, and educational purposes in order that the Corporation shall be exempt from taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

- (d) To solicit and receive by gift, grant, devise or bequest, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.

ARTICLE IV. Members.

The members of the Board of Directors of this Corporation shall constitute the members of the Corporation as provided in Ohio Revised Code Section 1702.14. Membership or any interest in this Corporation shall not be assignable by any member nor shall membership or any interest in this Corporation pass to any personal representative, heir or devisee. Membership of any member shall cease upon his or her death, resignation, or in accordance with the removal procedure provided in the Code of Regulations of the Corporation.

ARTICLE V. Governing Board.

The authority of the Corporation shall be exercised by or under the direction of the Board of Directors.

ARTICLE VI. Indemnification.

The Corporation shall indemnify, to the full extent permitted by the Ohio Nonprofit Corporation Law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person is or was a “director” within the meaning of the Ohio law or a member of the Corporation and Board of Directors as defined in its Code of Regulations, against expenses, including attorney fees, judgments, fines and amounts paid in settlement. The Corporation may indemnify to the full extent permitted by the Ohio Nonprofit Corporation Law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person is or was an officer, employee, agent or volunteer of the Corporation.

The indemnification is not applicable to a proceeding by or on behalf of the Corporation involving the removal from office of a member of the Board of Directors or officer unless the proceeding terminates with adjudication in favor of such a person.

ARTICLE VII. Powers and Limitations Thereon.

This Corporation shall have all of the powers and authorities granted to it by these Articles of Incorporation and by the Nonprofit Corporation Law of Ohio subject, however, to the following limitations:

- (a) No substantial part of this Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall this Corporation engage in any transaction, accumulation or funds, or any other activity prohibited to any tax exempt charitable, scientific and educational organization at such time by the Internal Revenue Laws of the United States of America, or the laws of the State of Ohio or any other state where the activities of this Corporation are conducted;

- (b) No part of the net earnings of this Corporation shall inure to the benefit of any trustee, officer or private individual except as reasonable compensation for services rendered, goods received, or in exchange for property or valuable consideration which may be acquired by the Corporation for the accomplishment of its purposes;
- (c) No dividend shall ever be declared or paid by this Corporation and upon termination or dissolution, all of the remaining assets of this Corporation shall be distributed, transferred and conveyed, in trust or otherwise, to organizations which are organized and operated exclusively for charitable, educational and scientific purposes and which qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended;
- (d) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or they may hereafter be amended.

ARTICLE VIII. Amendments.

These Articles of Incorporation may be altered or amended only in accordance with the Code of Regulations of the Corporation.

ARTICLE IX. Existing Articles of Incorporation.

These Amended Articles of Incorporation supersede and take the place of the original Articles of Incorporation, all amendments thereto and all amended Articles of Incorporation previously filed.

Amended: [__], 2023