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08/02/2017	201721302260	DOMESTIC NONPROFIT CORP - ARTICLES (ARN)	99.00	0.00	0.00	0.00

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CALFEE, HALTER & GRISWOLD LLP
1405 EAST 6TH STREET
CLEVELAND, OH 44114

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
4057334

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

CCH DEVELOPMENT CORPORATION

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

Document(s)

DOMESTIC NONPROFIT CORP - ARTICLES

Effective Date: 08/01/2017

Document No(s):

201721302260



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 August, A.D. 2017.

Ohio Secretary of State



Form 532B Prescribed by:

JON HUSTED
Ohio Secretary of StateCentral Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Date Electronically Filed: 8/1/2017

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: \$99
(114-ARN)**First:** Name of Corporation **Second:** Location of Principal office in Ohio
City State
County Effective Date (Optional) mm/dd/yyyy
(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)**Third:** Purpose for which corporation is formed

****Note for Nonprofit Corporations:** The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

****Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of

hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Name

Mailing Address

City

State

Zip Code

Must be signed by the
Incorporators or a
majority of the
incorporators

Signature

Signature

Signature

ACCEPTANCE OF APPOINTMENT

The Undersigned, , named herein as the
Statutory Agent Name

Statutory agent for
Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

Individual Agent's Signature / Signature on behalf of Business Serving as Agent

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
Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entitiy name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

MICHAEL D. PHILLIPS

Signature

INCORPORATOR

By

Print Name

Signature

By

Print Name

Signature

By

Print Name

ATTACHMENT 1
TO
ARTICLES OF INCORPORATION
OF
CCH DEVELOPMENT CORPORATION

THIRD. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted and to all regulations issued under those sections and provisions) (the “Code”), and for the benefit of and to support the purposes of The MetroHealth System, a county hospital established and operating pursuant to Chapter 339 of the Ohio Revised Code (“MetroHealth”).

In furtherance thereof and without limiting the foregoing, the Corporation shall:

1. Promote, enhance, supplement, assist in the performance and further the mission of MetroHealth by acquiring, developing, owning and managing real estate and related facilities and the pursuit of other real estate-oriented activities, including housing and other activities related to or for supporting MetroHealth and the purpose of better providing for the health and welfare of the community which MetroHealth serves through the economic and community development.
2. Promote community health through the provision of facilities to improve the access, quality and costs of such services for the community served by MetroHealth.
3. To lessen the burden of government by assisting the state of Ohio in the county of Cuyahoga, in providing facilities for the activities and purposes of MetroHealth.
4. Promote the advancement and further the aims and purposes of MetroHealth through the pursuit of various activities, including without limitation the development and operation of facilities to support MetroHealth.
5. Solely for the purposes stated in these Articles of Incorporation, acquire or receive from any persons, firms, associations, corporations, trusts or foundations by deed, gift, purchase, bequest, devise, lease or otherwise, any property, real or personal; to sell, convey, use, assign and dispose of any such property and to invest or reinvest the income and principal thereof; to maintain, protect and enforce all rights, title and interest incidental to holding title to the property held by the Corporation; and to hold, administer, manage, invest, reinvest and disburse the principal and income thereof.

6. Engage in any lawful activities within the purposes for which a corporation may be organized under the Ohio Nonprofit Corporation Law and which are not inconsistent with the purposes set forth in these Articles of Incorporation and the Code of Regulations of the Corporation.
7. Do whatever is deemed necessary, useful, advisable or conducive, either directly or through one or more affiliated organizations, to effectuate the purposes of the Corporation, including the exercise of all other authority and powers permitted to corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law except as expressly provided in these Articles of Incorporation.

**ATTACHMENT 2 TO
INITIAL ARTICLES OF INCORPORATION**

SIXTH. The Corporation shall carry on only such activities as are consonant with the purposes set forth in Article III. It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code and which is other than a private foundation. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

SEVENTH. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any incorporator, director, trustee, or officer of the Corporation, or any private individual, except that the Corporation is 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. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Ohio), and the Corporation shall not participate or intervene in (including the publishing and distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, or any issue, whether or not partisan.

EIGHTH. The Corporation shall have Members as provided in the Corporation's Code of Regulations. The rights of Members, including voting rights, shall be set forth in the Code of Regulations of the Corporation.

NINTH. The Corporation may be dissolved by action of the Members in accordance with the Corporation's Code of Regulations. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of its liabilities, convey or distribute all of the assets of the Corporation to MetroHealth, provided that it is a political subdivision as defined in Section 115 of the Code or is an organization described in Section 501(c)(3) of the Code. If MetroHealth is not then a political subdivision or a Section 501(c)(3) organization as so defined, then the assets shall be conveyed to The MetroHealth Foundation, Inc., provided that the Foundation must be a Section 501(c)(3) organization or, if it is not, to such organization or organizations as shall be selected by the Board of Directors, provided, however, that such organization or organizations shall be exempt from federal income taxation under Section 501(c)(3) of the Code or a political subdivision as defined in Section 115 of the Code.

TENTH. These Articles may be amended from time to time, or Amended Articles of Incorporation may be adopted, at a meeting of members held for such purpose by the unanimous vote of the members or, without a meeting, by the unanimous written consent of all of the members.

ELEVENTH. Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

TWELTH. The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence.