

RESOLUTION NO. 2017-03

RESOLUTION AMENDING THE HCLRC ARTICLES OF INCORPORATION

WHEREAS, pursuant to Article XI of the Code of Regulations of the Hamilton County Land Reutilization Corporation ("HCLRC"), the Articles of Incorporation may be amended at any duly scheduled meeting of the Board of Directors called for that purpose; and

WHEREAS, the Board of Directors acknowledges that today's meeting was duly called for the purpose of amending the HCLRC Articles of Incorporation; and

WHEREAS, the Board of Directors desires to amend the HCLRC Articles of Incorporation by adding a Sixth Article, with such Article containing a dissolution clause that mirrors the dissolution clause found in the HCLRC Code of Regulations, with such language found below:

"The Corporation may be dissolved pursuant to and in accordance with Sections 1702.47, 1702.52, and 1724.07(B) of the Ohio Revised Code and the Articles and Code of Regulations of the Corporation to the extent not inconsistent with applicable law. Upon the dissolution of the Corporation, the Board of County Commissioners of Hamilton County, Ohio shall, after paying or making provision for the payment of the Corporation's liabilities, convey or distribute all the assets of the Corporation to the State of Ohio; Hamilton County, Ohio, a political subdivision of the State of Ohio; or any other entity whose income is excluded from gross income under Section 115 of the Internal Revenue Code, pursuant to applicable law and in accordance with the determination of the Board of County Commissioners of Hamilton County, Ohio, such determination having been approved in writing by the Hamilton County Treasurer; and provided further that, notwithstanding the foregoing, the conveyance or distribution of such assets of the Corporation shall not violate any law or regulation applicable to the Corporation under the Ohio Revised Code."

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Hamilton County Land Reutilization Corporation that:

Section 1. This Board of Directors hereby approves the amendment of the HCLRC Articles of Incorporation in the manner described above.

Section 2. Pursuant to this resolution, the HCLRC shall file the necessary documentation with the Ohio Secretary of State in order to effect such amendment.

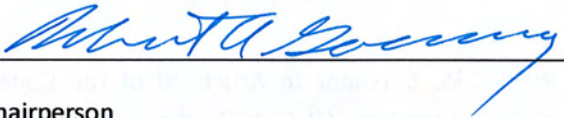
Section 3. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken, and that all deliberations of this Board that resulted in such formal actions were held, in meetings open to the public, in compliance with the law.

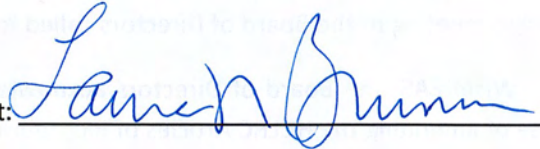
Section 4. This resolution shall be in full force and effect upon its adoption.

Adopted: 2/15/17

Yeas: 5

Nays: 0


Chairperson

Attest: 
Secretary



Hamilton County Land Reutilization Corporation

February 15, 2017

Internal Revenue Service
Office of the Chief Counsel
Attn: Ellen Berick
CC: TEGE:EOEG:EO2, Room 4410C
1111 Constitution Ave., NW
Washington, D.C. 20224

Dear Ms. Berick:

In response to your letter dated January 30, 2017, on February 15, 2017, the Hamilton County Land Reutilization Corporation passed Resolution 2017-03 amending the Corporation's Articles of Incorporation by adding a dissolution clause that complies with §115 of the Internal Revenue Code. This resolution is enclosed.

If you have any questions or need additional information, please contact our authorized attorney representative, Alexis J. Kim, at 216-619-7859, our General Counsel at 513-632-3754, or me at 513-621-3000.

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request, and such facts are true, correct, and complete.

Sincerely,

A handwritten signature in blue ink that reads "Laura N. Brunner".

Laura N. Brunner
Secretary
Hamilton County Land Reutilization Corporation
3 East Fourth Street, Suite 300
Cincinnati, OH 45202