

**ARTICLES OF INCORPORATION
OF
Greater Cincinnati Orchid Society
Revised [date]**

The undersigned, desiring to form a corporation not for profit under the Ohio Nonprofit Corporation Law, does hereby certify:

FIRST: The name of the corporation is the Greater Cincinnati Orchid Society.

SECOND: The place in Ohio where the principal office of the corporation is to be located is Cincinnati, Hamilton County.

THIRD: The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). More specifically, the activities of the corporation shall include: (i) to create and stimulate interest in the study of orchids and their culture; to disseminate knowledge about orchids; to teach and demonstrate the skills of orchid culture; and to recruit and educate orchid hobbyists and volunteers willing to meet these objectives; and (ii) to preserve orchids in natural environments and in cultivation; to propagate and care for typical as well as rare orchids; to promote the wide diffusion and preservation of orchid biodiversity; and (iii) whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out the purposes of this Article THIRD, including the exercise of all other authority under the Ohio Nonprofit Corporation Law.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article THIRD hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FIFTH: Upon the dissolution of the corporation, or in case the work of the corporation should be abandoned, all title to all property of the corporation remaining after the debts of the corporation have been paid shall be distributed as follows: (i) assets shall

be distributed as the directors may determine for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, preferably to horticultural organizations in Greater Cincinnati. If this is not feasible, then (ii) assets shall be distributed to the federal government or to a state or local government for a public purpose. 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 such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes. The determination of the valuation and recipient of non-cash assets (other than cash) for purposes of a distribution of assets under this Article FIFTH, shall be at the sole discretion of the Board of Directors and shall be conclusive as to all parties.

SIXTH: The names and addresses of the persons who are the initial directors of the corporation are as follows:

Name:

Address:

Alexa Noel
Ron Miller
Margaret Cullen
Jeanne Rhinehart

8767 Apalachee Dr., Cincinnati, OH 45249
6649 Miami Trails Dr., Loveland, OH 45140
3127 Mapleleaf Ave., Cincinnati, OH 45213
6222 LeRoy Pl., Cincinnati, OH 45230

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this ____ day of _____, 2009.

Incorporator: _____
Alexa Noel