

EXHIBIT A

DO NOT WRITE

448885

ARTICLES OF INCORPORATION

of

WOOSTER GROWTH CORPORATION

APPROVED

By: [Signature]

Date: 1/23/74

Amount: \$3500.00 (C)

20-1

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1724.01 et seq. Revised Code of Ohio, do hereby certify:

ARTICLE I

The name of the corporation is WOOSTER GROWTH CORPORATION.

ARTICLE II

The place in the State of Ohio where its principal office is located is in the City of Wooster, County of Wayne, Ohio.

ARTICLE III

The corporation is formed for the sole purpose of advancing, encouraging, and promoting the industrial, economic, commercial, distribution, research and civic development of Wooster, Ohio.

ARTICLE IV

The following named persons shall serve said corporation as Trustees until the first annual meeting or other meeting called to elect Trustees: Robert M. Anderson, 831 Forest Dr., Wooster, Ohio
Raymond E. Dix, 647 Northwestern Dr., Wooster, Ohio
Glen B. Cameron, 2888 Armstrong Dr., Wooster, Ohio
Robert R. Hollopeter, 1065 Thorne Ave., Wooster, Ohio
William Jilek, 645 Beechwood Dr., Wooster, Ohio
Roy P. Stype, 2540 Armstrong Drive., Wooster, Ohio
Thomas L. Uhl, 2471 Christmas Run Blvd., Wooster, Ohio

ARTICLE V

No part of the net earnings, if any, of the corporation shall inure to the benefit of any private shareholder, individual, member, trustee or officer. No part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or interfere in (including the publishing or distributing of statement) any political campaign on behalf of any candidate for public office. Upon any dissolution of the corporation none of its property and assets shall be distributed to any member, trustee or officer of the corporation or to any other individual, but all of its property and assets of every nature and description shall be applied to such public charitable purposes in the Wooster area as may be determined by the Trustees, with the approval of the

Court of Common Pleas of Wayne County, Ohio; provided however, that the corporations or associations engaged in such public charitable purposes shall be corporations or associations which are exempt from federal income tax under the provisions of the Federal Internal Revenue Code.

ARTICLE VI

All members of this corporation shall be voting members. The Board of Trustees shall have the power to create such other non-voting members as the Trustees shall, in their opinion, deem necessary.

ARTICLE VII

This corporation shall have no capital stock and will not engage in business for profit, but shall be supported by contributions, fees and dues paid by members. Membership in the corporation shall be governed and controlled as provided in the Constitution and by-laws of this corporation.

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

The geographical area to be served by this corporation shall be the City of Wooster.

IN WITNESS WHEREOF, we have hereunto subscribed our names
this 22nd day of January, 1974.

Roy P. Stype
Roy P. Stype

STATE OF OHIO)
) SS:
COUNTY OF WAYNE)

SWORN TO before me and subscribed in my presence this 22nd day of January, 1974.

James M. Miller (M. E. Givens)
Notary Public
Notary Public for Wayne County, Ohio
My Commission Expires: 3/23/74

WOOSTER GROWTH CORPORATION

CODE OF REGULATIONS – Amended May 2021

ARTICLE I: Membership

Section 1. The trustees named by the incorporators of the Corporation shall be the first members and all persons thereafter elected by the members shall upon such election become members of the Corporation.

Section 2. Any regular member may resign at any time by notice in writing delivered to any officer of the Corporation other than himself. The resignation of a member shall constitute resignation by such person as a trustee and as an offer.

ARTICLE II: Meetings of Members

Section 1. There shall be an annual meeting of the members of the Corporation. The annual meeting shall take place during the first regular meeting of the Corporation each calendar year and shall be scheduled within the first quarter of each calendar year, at such date, time and place (which shall be within The City of Wooster, Wayne County, Ohio) as may be fixed by the Board of Trustees, provided that if such Board does not fix such date, time and place by the fifteenth day of January, then the President of the Corporation shall do so.

Section 2. Special meetings of the members may be called and the time, date and place (which shall be within The City of Wooster, Wayne County, Ohio) of the meetings specified, by the President, the Executive Committee, or any three members of the Board of Trustees.

Section 3. A majority of the members shall constitute a quorum for the transaction of business at any meeting of the members.

Section 4. Any action which may be taken at a meeting of the members at which a quorum is present may be taken by a majority affirmative vote of the members present at such meeting.

ARTICLE III: Board of Trustees

Section 1. The Board of Trustees shall be the governing Board of the Corporation and shall consist of not less than nine nor more than fifteen Trustees as such number is fixed by the members from time to time. Except as otherwise hereafter provided, Trustees, with the exception of the Trustees listed in Section 2, shall serve for three-year terms with no term limits. Every three years the Trustee must be elected again at the annual meeting in order to begin their new term. At any time during which the Corporation is acting as the designated agent of one or more political subdivisions, in accordance with Chapter 1724, Revised Code of Ohio, not less than two-fifths of the Board of Trustees shall be composed of, appointed or elected officers of such political subdivision or subdivisions, and at least one officer of each such political subdivision shall be a member of the Board of Trustees.

Section 2. At all times the current individuals who hold the following offices shall be Trustees with full voting rights by virtue of their office:

1. The Mayor of the City of Wooster
2. The Director of Administration of the City of Wooster
3. The Director of Finance of the City of Wooster
4. A City of Wooster Division Manager
5. The President of the Wooster Area Chamber of Commerce
6. The President of the Wayne Economic Development Council
7. The President of the City Council of the City of Wooster
8. The Chair of the Finance Committee of the City Council of the City of Wooster
9. The Superintendent of the Wooster City Schools

If at any time any of the Trustees listed in this section are unable to attend a scheduled meeting, any of the Trustees listed in this section may appoint another member of the organization that they represent to attend meetings and vote at those meetings in their stead.

Section 3. A Trustee may be removed for good cause shown by the vote of ninety percent of the remaining members of the Board of Trustees or may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.

Section 4. In the event of any vacancy caused by the death, removal or resignation of a Trustee or by the failure of the members to fill all the positions on the Board at the meeting at which the number of Trustees on the Board was fixed pursuant to Section 1 of the Article, any such vacancy may be filled by the vote of a majority of the remaining Trustees.

ARTICLE IV: Meetings of the Board of Trustees

Section 1. At each annual meeting of the members, or special meeting in lieu thereof, the newly-elected Board of Trustees, if a quorum thereof be present, shall elect officers and transact any other business necessary for the organization of the Board of Trustees. If for any reason, the election of officers and necessary organizational business is not accomplished at the Annual Meeting, a special meeting for such purpose shall be held as soon thereafter as practicable.

Section 2. Regular meetings of the Board of Trustees may be held at such times and places within The City of Wooster, Wayne County, Ohio, as shall be provided for in by-laws or resolutions adopted by the Board of Trustees, and no notice of such meeting need be given unless otherwise provided in the by-laws or resolutions adopted by the Board of Trustees.

Section 3. Special meetings may be called by the President, the Executive Committee or any three of the members of the Board of Trustees. The notice of any special meeting shall set forth the time, date and place thereof (which shall be within The City of Wooster, Wayne County, Ohio) and the person or persons calling such meeting shall cause such notice to be given. Notice of each such meeting shall be given to each Trustee in writing, by personal delivery, first class mail, or electronic means, and shall be delivered, not less than three (3) days

prior to such meeting; provided however, that such notice shall be deemed to have been waived by the Trustees attending such meeting. Unless otherwise limited in the notice thereof, any business may be transacted at any special meeting.

Section 4. At any meeting of the Board of Trustees a quorum shall consist of a majority of the Trustees in office at the time.

Section 5. Except as otherwise provided in this Code of Regulations, any action which may be taken at a meeting of the Board of Trustees may be taken by a vote of a majority of the trustees present at such meeting, provided that a quorum is present.

ARTICLE V: Officers

Section 1. The Board of Trustees shall elect a President, a Vice President, and such other officers as the Board of Trustees may see fit. This election shall occur during the annual meeting. The President and Vice President shall be, and the other officers may, but need not, be chosen from the members of the Board of Trustees.

Section 2. Any officer may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.

Section 3. Except in the case of death, removal or resignation, an elected officer shall serve until his successor has been elected. In the event of the death, removal or resignation of an elected officer (other than the President if there is a Vice President in the office at the time), the Board of Trustees shall elect a successor for the balance of the unexpired term of such officer. In the event of the death or resignation of the President (if there is a Vice President in office at the time), the Vice President shall assume the office of President for the balance of the unexpired term, and shall be deemed to have resigned the office of Vice President.

ARTICLE VI: Duties of Officers

Section 1. The President shall preside at meetings of the members of the Board of Trustees. S/he may designate the date, time and place of meetings of the members and Board of Trustees as provided herein, may execute all authorized instruments, including without limitation contracts, bonds, notes, debentures, deeds, mortgages and other obligations in the name of the Corporation, may appoint members of the Board of Trustees to standing or ad hoc committees, and shall perform such other duties as the Board of Trustees may require.

Section 2. In case of the absence or disability of the President, or when circumstances prevent the President from acting, the Vice President, if any, shall perform all of the duties of the President, and in such case shall have all of the powers and obligations of the President, and any such instruments so executed by the Vice President shall be as valid and binding as though executed by the President. The Vice President shall also perform such other duties as the Board of Trustees may require.

Section 3. The Secretary shall take and keep records of all meetings of the members and of the Board of Trustees (or designate a recording secretary to do so), conduct such correspondence of the Corporation as may be designated by the President, perform the usual duties of his office and perform such other duties as the Board may require.

Section 4. The Treasurer shall be the custodian of all funds and securities in other corporations and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board of Trustees. S/he shall keep accurate financial accounts and hold the same open for examination of the Trustees. S/he shall have the authority to invest such funds of the Corporation as s/he, in consultation with the Executive Committee, may deem advisable. On the expiration of his/her term of office s/he shall turn over to his/her successor or to the Board of Trustees, all property, books, papers and moneys of the Corporation in his/her hands.

Section 5. The Board of Trustees may also elect for a term of one year, one or more Assistant Secretaries, and one or more Assistant Treasurers, who shall perform the duties of the Secretary and Treasurer, respectively, in the case of the absence or disability of such Secretary or Treasurer, together with such duties as the Board of Trustees may from time to time prescribe.

Section 6. The Executive Director (if one is appointed by the Board of Trustees) shall be the chief administrative officers of the Corporation. S/he shall be appointed by the Board of Trustees, and shall be responsible for supervising the property and business affairs of the Corporation, subject to the direction of the Board of Trustees. S/he shall perform such other duties as the Board of Trustees may require.

Section 7. The Board of Trustees is authorized to delegate the duties of any officer to any other officers and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

Section 8. Any officers, if required by the Board of Trustees, shall give bond in such form and with such security as the Board of Trustees from time to time may require for the faithful performance of his duties.

Section 9. The Board of Trustee from time to time may authorize investment of moneys of the Corporation as are not then required in any obligations which a county or municipal corporation is authorized by the applicable sections of the Ohio Revised Code to invest its moneys.

ARTICLE VII: Committees

Section 1. There shall be an Executive Committee of the Board of Trustees which shall be composed of the officers of the Corporation and the mayor of the City of Wooster (unless s/he shall be an officer of the Corporation). The Executive Committee of the Board of Trustees shall be subject to the following provisions:

- a) At the annual meeting of the Board of Trustees, it may designate an Executive Committee consisting of such number of Trustees as the Board

from time to time determines. Such designations shall be documented in the minutes of the annual meeting. The President shall be a member of and shall serve as chairman of the Executive Committee.

- b) Except as otherwise provided by the Board of Trustees, the Executive Committee shall meet at such times and places as it determines. The call of such meetings and the giving of notices thereof shall be in manner established by such Committee. At any meeting of the said Committee a quorum shall consist of a majority of the members, but the affirmative vote of a majority of all members of the Committee shall be necessary to the taking of any action by the Committee.
- c) The Executive Committee may adopt by-laws or regulations to provide for the conduct of its affairs provided that such by-laws or regulations shall not be contrary to the by-laws or regulations or resolutions adopted by the Board of Trustees, this Code of Regulations or the Articles of Incorporation.
- d) The said Committee shall, during the intervals between meetings of the Board shall possess and may exercise such powers of the Board as may be delegated from time to time by the Board to it, provided that the Executive Committee shall not be empowered to fill vacancies in the Board of Trustees or offices of the Corporation, nor to fill vacancies in or add to its own membership.
- e) The Committee shall report its actions at the next meeting of the Board of Trustees.

Section 2. There shall be a Nominating Committee consisting of not less than three (3) members of the Board of Trustees appointed by the President to serve in such a capacity. It shall be the duty of the Nominating Committee to meet on an as-needed basis to discuss board composition and annually make recommendations as to a slate of officers and board members for those members of the Board of Trustees who will be leaving office.

Section 3. The Board of Trustees may create other committees of the Board to consist of not less than three Trustees, and may delegate to such committees such powers and duties of the Board as it shall deem appropriate. Except as otherwise provided by the Board of Trustees, each such committee shall regulate its own procedure.

ARTICLE VIII: Indemnification of Trustees and Officers

Section 1. Each member of the Board of Trustees and officer of the Corporation (and his heirs, executors and administrators) who is made a party to any litigation, action, suit or proceeding (whether civil, criminal, or administrative) by reason of his/her being or having been a trustee or officer of the Corporation or a trustee, director or officer of any other corporation which s/he served at the request of the Corporation, shall be entitled to be indemnified by the

Corporation against the reasonable expenses actually incurred by him/her in connection with the defense of such litigation, except in relation to the following matters:

- a) Those as to which s/he shall finally be adjudged in such litigation to be liable because of dereliction in the performance of his/her duties as such trustee, director or officer, or
- b) Those which have resulted in a judgment in favor of the Corporation and against him/her, or which are settled by any payment by him/her to the Corporation.

Except in cases where above clause (a) or clause (b) applies, “expenses” shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of nolo contendere or similar plea or in compromise or settlement of the litigation or in satisfaction of Judgments, if, and only if, such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by (i) the vote of a majority of the Trustees of the Corporation in office if such majority are not involved in any such litigation, or (ii) the vote of a majority of the members of the Corporation excluding for the purposes hereof the members involved in such litigation, or (iii) a court of competent jurisdiction. The foregoing right of indemnification shall not be exclusive of other rights to which such person, his heirs, executors or administrators, may be entitled.

ARTICLE IX: Amendments

Section 1. This code of Regulations may be amended by two-thirds majority vote at any meeting of the members, provided that the notice of said meeting stated the consideration of the amendment to be the purpose or a purpose of the meeting.

Amended by unanimous vote on 5/27/21 at the regular Wooster Growth Corporation meeting.