

**RESOLUTIONS TO BE ADOPTED
BY THE CLEVELAND FOUNDATION BOARD OF DIRECTORS
RE: THE CITY OF CLEVELAND'S CABLE TELEVISION
MINORITY ARTS AND EDUCATION FUND**

WHEREAS, The Cleveland Foundation (the "Foundation") is the Public Member of The City of Cleveland's Cable Television Minority Arts and Education Fund, an Ohio not for profit corporation (the "Fund"); and

WHEREAS, it is deemed desirable and in the best interests of the Fund to amend and restate its charter documents, including its Articles of Incorporation and Code of Regulations.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Articles of Incorporation of the Fund in the form attached hereto as Exhibit A, are hereby approved to supersede and take the place of the existing Articles of Incorporation; and

RESOLVED FURTHER, that the Amended and Restated Code of Regulations of the Fund in the form attached hereto as Exhibit B, is hereby approved to supersede and take the place of the existing Code of Regulations; and

RESOLVED FURTHER, that any officer of the Foundation be, and hereby is, authorized and empowered, in the name and on behalf of the Foundation to execute and deliver any and all documents and instruments as are necessary or desirable to consummate the amendment and restatement of the charter documents of the Fund as contemplated herein, including the Minutes of Actions Taken in Writing Without a Meeting by All of the Members of the Fund; and

RESOLVED FURTHER, that Anthony D. Gattuso, the Treasurer of the Fund, be, and hereby is, directed and authorized to take such actions and undertake such filings as are necessary or desirable to effect the amendment and restatement of the Fund's Articles of Incorporation.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EQUITY IN THE ARTS FUND

FIRST. The name of the corporation shall be EQUITY IN THE ARTS FUND (the “Fund”).

SECOND. The place in the State of Ohio where the principal office of the Fund is to be located is the City of Cleveland in Cuyahoga County.

THIRD. The Fund is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes for the benefit of and in connection with The Cleveland Foundation (the “Foundation”), within the meaning ascribed to such relationship by Section 509(a)(3) of the Internal Revenue Code, so long as the Foundation is organized and at all times operated as an organization described in Sections 501(c)(3) and 509(a)(1) or (a)(2) of the Internal Revenue Code (a “Qualified Organization”). The Fund may engage in the following activities, among others, in carrying out its charitable purposes:

1. Providing for the planning, preparation, production, and/or presentation of cultural, educational, and scientific programs and projects which promote and benefit Cleveland’s minority populations;
2. Acquiring or receiving from any individuals, estates, firms, associations, corporations, trusts, foundations, or other entities, or any governmental subdivision, unit, or agency, by deed, gift, purchase, bequest, devise, or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and holding, managing, investing, reinvesting, distributing, and disbursing the principal and/or income thereof solely for the purposes identified in this Article Third; and
3. Doing whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Fund described in this Article THIRD, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law.

The Fund shall carry on only such activities as are consonant with the purposes set forth in this Article THIRD. No part of the net earnings of the Fund shall inure to the benefit of any Trustee of the Fund, or of any other private individual, but the Fund 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 this Article THIRD. No substantial part of the activities of the Fund shall consist of carrying on propaganda or otherwise attempting to influence legislation; and no activity of the Fund shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

It is intended that the Fund shall have and continue to have the status of an organization (a) which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code; (b) which is other than a private foundation by qualifying as an organization described in Section 509(a)(3) of the Internal Revenue Code; (c) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code; (d) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Internal Revenue Code; and (e) gifts to which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Internal Revenue Code. These Articles shall be construed, and all authority and activities of the Fund shall be limited, accordingly.

FOURTH. The Fund may be dissolved (i) at a meeting held for the purpose of adopting a resolution of dissolution by the affirmative vote or consent of a majority of the full number of Trustees of the Fund present at the meeting, or (ii) without a meeting, by the written consent of all the Trustees. If the Foundation is a Qualified Organization upon the Fund's dissolution, after paying or making provision for the payment of all the liabilities of the Fund, the Fund shall distribute its remaining assets to the Foundation. If the Foundation is not then a Qualified Organization upon the Fund's dissolution, all of the assets of the Fund shall be distributed in such manner and to such Qualified Organizations as the Board of Trustees of the Fund shall determine. Any assets of the Fund not distributed by the Board of Trustees of the Fund shall be distributed by the Court of Common Pleas of the county in which the principal office of the Fund is located at the time of dissolution, for purposes consistent with the charitable purposes of the Fund as described in Article THIRD, to such Qualified Organizations as the Court shall determine.

FIFTH. All references in these Articles of Incorporation to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under those Sections and provisions.

SIXTH. These Amended and Restated Articles of Incorporation shall supersede the existing Articles of Incorporation of the Fund.

AMENDED AND RESTATED CODE OF REGULATIONS
EQUITY IN THE ARTS FUND

ARTICLE I
MEMBERS

The Equity in the Arts Fund (the “Fund”) shall have no Members and the Trustees shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the Members of the Fund, and they shall have all the rights and privileges of Members, as provided in Section 1702.14 of the Ohio Revised Code.

ARTICLE II
TRUSTEES

Section 1. Authority and Duties. The Board of Trustees shall have general supervision and charge of the property, affairs, and finances of the Fund. Without limiting the generality of the foregoing, the Board of Trustees shall elect the officers of the Fund.

Section 2. Number, Term of Office, Elections, and Removal or Resignation of Trustees. The number of Trustees of the Fund shall be nine (9). Trustees shall be divided into two (2) classes designated as Public Trustees and Donor Trustees. There shall be five (5) Public Trustees and four (4) Donor Trustees. The Public Trustees shall be appointed by The Cleveland Foundation from among members or former members of the Distribution Committee of The Cleveland Foundation, or from among the staff or former staff of The Cleveland Foundation, or otherwise. The Donor Trustees shall be appointed as follows: the Mayor of the City of Cleveland shall appoint two (2) Trustees and the President of the City Council of the City of Cleveland shall appoint two (2) Trustees.

Each Trustee shall hold office for a term of two (2) years and until his or her successor is appointed and qualified, or until his or her own earlier resignation, removal from office, or death. Upon expiration of a Trustee’s term of office, he or she is eligible for reappointment to another term. Any Trustee, by notice in writing to the Board of Trustees, may resign at any time. Any Trustee may be removed from office by the entity or individual that or whom appointed such Trustee.

Section 3. Annual Meetings. The annual meeting of the Board of Trustees shall be held at the principal office of the Fund or at such other place in Ohio at such time as the Board of Trustees or the President shall determine. The purpose of the annual meeting shall be to elect the officers of the Fund, to receive the reports of officers and committees of the Board of Trustees, if any, and to transact such other business as may properly come before the meeting. Regular meetings of the Board of Trustees shall be held at such time and place each year as the Board of Trustees or the President shall determine. The purposes of regular meetings shall be to consider and act upon any matters that are proper subjects for action by the Board of Trustees.

Section 4. Special Meetings. The President, any Vice President, or any two (2) Trustees may call a special meeting of the Board of Trustees to be held at such time and place as determined by the President, Vice President, or the Trustees calling the meeting. A special meeting may be held for any purpose which would be a proper purpose for a regular meeting.

Section 5. Notice of Meetings. Not less than two (2) days nor more than sixty (60) days before the date fixed for an annual or regular meeting, or not less than five (5) days in the case of a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of such meeting, shall be given to each Trustee. Such notice shall be given either by electronic mail transmission, telefacsimile, personal delivery, or mail using the Trustees' respective electronic mail addresses, telefacsimile numbers, or addresses as they appear on the records of the Fund.

Section 6. Quorum. The presence of five (5) Trustees, at least three (3) of which are Public Trustees, at any meeting of the Board of Trustees shall constitute a quorum for the transaction of business at any such meeting; provided that no action required by law or by the Articles of Incorporation or this Code of Regulations to be authorized or taken by a designated proportion or number of Trustees may be authorized or taken by a lesser proportion or number.

Section 7. Waiver of Notice. Notice of the time, place, and purposes of any meeting of the Board of Trustees may be waived in writing either before or after the holding of such meeting. The attendance of any Trustee at such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such Trustee of notice of such meeting.

Section 8. Voting Rights. Each Trustee shall be entitled to one (1) vote upon any matter properly submitted to the Board of Trustees for its vote. Unless otherwise expressly required by law, the Articles of Incorporation, or this Code of Regulations, any and all actions of the Board of Trustees may be authorized or taken by the vote or consent of a majority of the Trustees present at a meeting at which a quorum is present.

Section 9. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the Trustees, which writing or writings shall be filed with or entered upon the records of the Fund. Any transmission by authorized communications equipment, including electronic mail, that contains an affirmative vote or approval of a Trustee shall constitute a signed writing for purposes of this Section 9 of Article II.

Section 10. Meetings by Means of Authorized Communications Equipment. Meetings of the Trustees may be held through the use of any authorized communications equipment if all persons participating can contemporaneously communicate with each other, and participation in a meeting pursuant to this Section 10 of Article II shall constitute presence at such meeting.

ARTICLE III OFFICERS

Section 1. Election and Designation of Officers. The officers of the Fund shall consist of a President, who shall be elected from among the Trustees, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Trustees may deem necessary. Any two (2) or more of such offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two (2) or more officers.

Section 2. Term of Office; Vacancies. The officers of the Fund shall hold office until the next annual organization meeting of the Board of Trustees and until their successors are elected, except in case of resignation, removal from office, or death. The Board of Trustees may remove any officer at any time with or without cause by a majority vote of the Trustees then in office. Any vacancy in any office may be filled by the Board of Trustees.

Section 3. President. The President shall preside at all meetings of the Board of Trustees. Subject to directions of the Board of Trustees, the President shall have general supervision over the affairs of the Fund. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Fund. The President shall also prepare or cause to be prepared the annual budget of the Fund, and shall have such other authority and perform such other duties as may be determined by the Board of Trustees.

Section 4. Vice Presidents. The Vice Presidents shall, in the order designated by the Board of Trustees, have all of the authority and perform all of the duties of the President in the absence of the President or when circumstances prevent the President from acting, and shall, respectively, have such other authority and perform such other duties as may be determined by the Board of Trustees.

Section 5. Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Trustees. The Secretary shall keep or cause to be kept such books as may be required by the Board of Trustees, shall give notice of the meetings of the Board of Trustees required by law, or by this Code of Regulations, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Trustees.

Section 6. Treasurer. The Treasurer shall receive and have in charge all money, bills, notes, bonds, stocks in other corporations, and similar property belonging to the Fund, and shall do with the same as may be ordered by the Board of Trustees. The Treasurer shall cause to be kept, under his or her supervision, accurate financial accounts and hold the same open for inspection and examination by the Trustees and shall have such authority and shall perform such other duties as may be determined by the Board of Trustees.

Section 7. Other Officers. The other officers, if any, whom the Board of Trustees may elect shall, respectively, have such other authority and perform such duties as may be determined by the Board of Trustees.

Section 8. Delegation of Authority and Duties. The Board of Trustees is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

ARTICLE IV INDEMNIFICATION

Section 1. Limitation of Liability in Damages of a Trustee. Other than in connection with an action or suit in which the only liability asserted against a Trustee is for voting for or assenting to a statutorily proscribed assets distribution or loan (a “Statutorily Proscribed Act”), a Trustee of the Fund shall be liable in damages for any action he or she takes or fails to take as a Trustee only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Fund or undertaken with reckless disregard for the best interests of the Fund.

Section 2. Third Party Action Indemnification. The Fund shall indemnify 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, including all appeals (other than an action, suit, or proceeding by or in the right of the Fund), by reason of the fact that he or she is or was a Trustee or officer of the Fund, or is or was serving at the request of the Fund as a member, trustee, director, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys’ fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Fund or undertaken with reckless disregard for the best interests of the Fund and that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute such proof.

Section 3. Derivative Action Indemnification. Other than in connection with an action or suit in which the liability of a Trustee for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, the Fund shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Fund to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee or officer of the Fund, or is or was serving at the request of the Fund as a member, trustee, director or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Fund or undertaken with reckless disregard for the best interests of the Fund,

except that the Fund shall indemnify him or her to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. Determinations of Indemnification Rights. Any indemnification under Section 2 or Section 3 of this Article IV (unless ordered by a court) shall be made by the Fund only as authorized in the specific case upon a determination that indemnification of the Trustee or officer is proper in the circumstances. The determination shall be made (a) by a majority vote of those Trustees who in number constitute a quorum of the Trustees and who also were not and are not parties to or threatened with any such action, suit, or proceeding or (b), if such a quorum is not obtainable (or even if obtainable) and a majority of disinterested Trustees so directs, in a written opinion by independent legal counsel compensated by the Fund, or (c) by the court in which the action, suit, or proceeding was brought.

Section 5. Advances of Expenses. Unless the action, suit, or proceeding is one in which the liability of a Trustee for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the Trustee or officer of the Fund in defending any action, suit, or proceeding referred to in Section 2 or 3 of this Article IV shall be paid by the Fund, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Trustee or officer in which he or she agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Fund or undertaken with reckless disregard for the best interests of the Fund and (b) to cooperate with the Fund concerning the action, suit, or proceeding.

Section 6. Purchase of Insurance. The Fund may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of any person who is or was a Trustee, officer, employee, agent, or volunteer of the Fund, or is or was serving at the request of the Fund as a member, trustee, director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Fund would have the power to indemnify him or her against liability under the provisions of this Article IV or the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Fund has a financial interest.

Section 7. Heirs; Non-Exclusivity. The limitation of liability in damages and the indemnification provided by this Article IV shall continue as to a person who has ceased to be a Trustee or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, this Code of Regulations, any agreement, or any insurance purchased by the Fund, or pursuant to any vote of the disinterested Trustees, or by reason of any action by the Board of Trustees to take into account amendments to the Ohio Nonprofit Corporation Law that expand

the authority of the Fund to indemnify a Trustee or officer of the Fund, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding an office or position.

Section 8. **No Mandatory Indemnification of Volunteers.** Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Fund to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01 of the Ohio Nonprofit Corporation Law) other than Trustees or officers of the Fund or trustees, directors, or officers of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, employee benefit plan, trust, or other enterprise serving at the request of the Fund.

ARTICLE V AMENDMENTS

The Code of Regulations of the Fund may be amended, or a new Code of Regulations may be adopted, by action of the Trustees (a) at a meeting of the Board of Trustees held for that purpose, by the affirmative vote of a majority of the full number of Trustees of the Fund, provided that a majority of the full number of Public Trustees are included among the Trustees voting for the amendment or adoption, or (b) without a meeting, by the written consent of all the Trustees.

ARTICLE VI FISCAL YEAR

The fiscal year of the Fund shall end on the last day of December of each year or on such other date as may be fixed from time to time by the Board of Trustees.