

ORDINANCE NO. 16-26

AN ORDINANCE CREATING THE AVON COMMUNITY IMPROVEMENT CORPORATION AND AUTHORIZING THE MAYOR TO SIGN AND FILE THE APPROPRIATE ARTICLES OF INCORPORATION AND DECLARING AN EMERGENCY

WHEREAS, in accordance with the provisions of Chapter 1724 of the Ohio Revised Code (the “Revised Code”), the City desires to create the Avon Community Improvement Corporation (the “CIC”); and

WHEREAS, the CIC will be created for the purpose of advancing, encouraging, and promoting industrial, economic, commercial, and research and civic development of the City; and

WHEREAS, the City desires to designate the CIC as its agent for industrial, commercial and research development in accordance with Section 1724.10 of the Revised Code; and

WHEREAS, the CIC will serve all territory within the boundaries of the City; and

WHEREAS, at the February 23, 2026 regular session of Council, referred the matter of creating a CIC to the Economic Development Committee of Council; and

WHEREAS, the Committee met on March 16, 2026 at 6:30 p.m. to further discuss the matter and by a vote of three (3) in favor and (0) none opposed, recommended to Council adoption of legislation to create the CIC; and.

WHEREAS, this Council having considered all aspects of creating a CIC, now determines that it is in the best interest of the health, safety, and the general welfare of its residents and for the growth and development of business and industry within the to move forward and adopt said Community Investment Corporation.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF AVON, COUNTY OF LORAIN AND STATE OF OHIO:

Section 1 – This Council declares that it is the policy of the City to promote the health, safety, and the general welfare of its residents and the growth and development of business and industry within the City through the designation of a community improvement corporation as such agency. In accordance with Chapter 1724 of the Revised Code, the Mayor is authorized to file Articles of Incorporation with the Secretary of State of the State of Ohio for the CIC in substantially the form attached as *Exhibit A*.

Section 2 – The CIC will be for the purposes of economic development and all other related applicable purposes provided in Chapter 1724 of the Revised Code, including for the purposes of implementing the City’s most recent Master Plan and any updates to the Master Plan, and for other real estate and community development purposes. The CIC shall be authorized to sell public property without public bidding upon prior approval of this Council.

Section 3 – The CIC’s powers include, but not necessarily will be limited to, the powers granted to community improvement corporations under Section 1724.02 of the Revised Code.

Section 4 – The CIC shall be governed by a Board of Directors having eight (8) members, one of whom is a non-voting member, i.e., the Planning and Economic Development Coordinator, and consisting of the following individuals:

- (a) The Mayor
- (b) The Director of Finance
- (c) The Planning and Economic Development Coordinator (non-voting)
- (d) Two members of Council appointed by the Council President
- (e) Three residents of the City appointed by the Mayor, subject to the approval by a majority of the members of City Council

Each of the three (3) appointed members of the CIC (subsection (e), above) shall serve for a period of three years. Board members holding an elected or appointed office may only serve as Board members during their tenure in the office or position to which such Board member’s position relates. Upon the occurrence of any vacancy in a Board seat designated for a Member of Council, the Council President shall appoint a member of Council to fill that vacancy. An appointee may be appointed for multiple terms.

The CIC shall have initial officers as follows:

- (a) President – Mayor
- (b) Vice President – Planning and Economic Development Coordinator
- (c) Treasurer – Director of Finance
- (d) Secretary – Clerk of Council or its Designee

Section 5 – The CIC must promptly adopt a Code of Regulations for the conduct of its business.

Section 6 – It is found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law.

Section 7 – This Ordinance is declared to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the City, and for the further reason that this Ordinance must be immediately effective in order to promptly advance, encourage, and promote the industrial, economic, commercial, and research and civic development in the City, including the sale of real property not needed for City purposes; therefore, this Ordinance shall be in full force and effect immediately upon passage of Council by the required three-fourths majority and approval by the Mayor; otherwise it shall take effect and be in force after the earliest period allowed by law.

PASSED: March 23, 2026

DATE SIGNED: March 23, 2026

By: Brian Fischer
Brian Fischer, Council President

DATE APPROVED BY THE MAYOR: March 24, 2026

BKJ

Bryan K. Jensen, Mayor

APPROVED AS TO FORM:

John A. Gasior
John A. Gasior, Law Director

ATTEST:

Barbara J. Brooks
Barbara J. Brooks, Clerk of Council

Posted: March 26, 2026
Electronically and at City Hall as
Provided by Council

Approved as to form by:
John A. Gasior, Esq.
Law Director

I, Barbara J. Brooks, Clerk of the Council of the City of Avon, Ohio, hereby certify this document to be a true and exact copy of Ordinance No. 16-26, passed by the Council of said City on March 23, 2026.

IN WITNESS WHEREOF, I have on this 25th day of March 2026, affixed my signature and official seal.

Barbara J. Brooks
Barbara J. Brooks, Clerk of the Council
of the City of Avon, Ohio

Exhibit A

Articles of Incorporation

See attached.



Telephone: 614.466.3910

Toll-free: 877.767.3453

OhioSoS.gov | business@OhioSoS.govFile online or for more information: OhioBusinessCentral.gov

Return Documents To:

Name *(Individual or Business Name)*:

Calfee, Halter & Griswold LLP

Email Address *(Required)*:

gdziak@calfee.com

To the Attention of *(If Necessary)*:

Greg Dziak

Address:

1405 East Sixth Street

City:

Cleveland

State

Ohio

ZIP Code:

44114

Phone Number:

216-622-8609

SERVICE TYPE - Check only ONE item below.

Expedited Fees are IN ADDITION to the filing fee on the form.

Failure to include the expedite fee or indicate a selection will result in regular service.

☒ **Regular Service**

- No Expedite Fee.
- Processing Time: 3-7 business days.

☐ **Expedite Service 1**

- Fee: \$100
- Processing Time: 2 business days after receipt.

☐ **Expedite Service 2**

- Fee: \$200
- Processing Time: 1 business day after receipt.

☐ **Expedite Service 3 (in-person delivery is required)**

- Fee: \$300
- Processing Time: 4 hours if received by 1:00 p.m. If received after 1:00 p.m., documents will be processed by noon the following business day.

☐ **Preclearance Filing**

- Fee: \$50
- Processing Time: 1-2 business days after receipt.



INSTRUCTIONS

- Include the filing fee.
- Make check or money order payable to Ohio Secretary of State.
- Print on single-sided 8 1/2 x 11 paper.
- Double sided paper will be rejected.
- Information must be typed.
- Illegible forms will be rejected

MAIL TO

Regular Service:
P.O. Box 670
Columbus, OH 43216
OR
Expedite Service:
P.O. Box 1390
Columbus, OH 43216

For screen readers, follow instructions located at this path.

Initial Articles of Incorporation (Nonprofit, Domestic Corporation)

Filing Fee: \$99

(114-ARN)

Form Must Be Typed

Please check the box if this nonprofit corporation is being formed for the following purpose:

- ☒ Community Improvement Corporation (Economic Development or Land Reutilization) - Please see Ohio Revised Code Chapter 1724 or the Instructions at the end of this form for more information.

First: Name of Corporation Avon Community Improvement Corporation

Second: Location of Principal Office in Ohio

Avon
CityOhio
StateLorain
County

Optional: Effective Date (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

Please see the additional provisions attached.

**** 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

Avon Community Improvement Corporation

(Name of Corporation)

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:

John Gasior

(Name of Statutory Agent)

36815 Detroit Road

(Agent Address - Post office boxes and CMRAs are NOT allowed. See Instructions for details.)

Avon

(City)

OH

(State)

44011

(ZIP Code)

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


(Signature)

- Bryan K. Jensen, Incorporator

(Signature)

(Signature)

Acceptance of Appointment

The Undersigned,

John Gasior

(Name of Statutory Agent)

, named herein as the

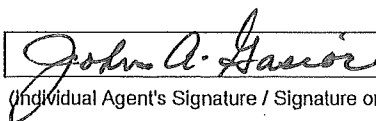
Statutory agent for

Avon Community Improvement Corporation

(Name of Corporation)

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

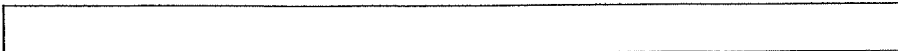
Until this filing is approved, this business entity does not legally exist, therefore, the entity cannot be the signer of this document.

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 entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.



Signature



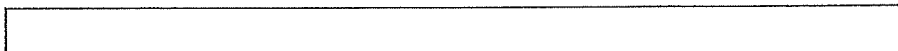
By (if applicable)

Bryan K. Jensen, Incorporator

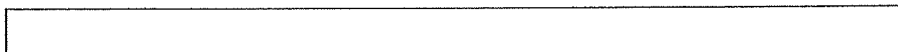
Print Name



Signature



By (if applicable)



Print Name



Signature



By (if applicable)



Print Name

Instructions for Initial Articles of Incorporation (For Domestic Nonprofit Corporation)

This form should be used if you wish to file articles of incorporation for a domestic nonprofit corporation.

Name of Corporation

As set forth in Ohio Revised Code §1702.05, the name must be distinguishable on the records in the office of the secretary of state.

Ohio Principal Office Location

Please state the city and county in Ohio where the principal office of the corporation is to be located.

Effective Date (optional)

An effective date may be provided but is not required. Pursuant to Ohio Revised Code §1702.04(D), the legal existence of the corporation begins upon the filing of the articles or on a later date specified in the articles. The effective date cannot (1) precede the date of filing with our office or (2) be more than ninety (90) days after the date of filing. If an effective date is given that precedes the date of filing, the effective date of the corporation will be the date of filing. If an effective date is given that exceeds the date of filing by more than ninety (90) days, our office will return the filing to you and request that a proper effective date be provided.

Purpose

Pursuant to Ohio Revised Code §1702.03, a nonprofit corporation must provide a purpose in the articles. A nonprofit corporation may be formed for any purpose or purposes for which natural persons lawfully may associate themselves.

Note: 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.

Additional Provisions

If the information you wish to provide for the record does not fit on the form, please attach additional provisions on a single-sided, 8 ½ x 11 sheet(s) of paper.

Appointment of Agent - O.R.C. 1702.06

Ohio business entities and foreign business entities that are registered or licensed in Ohio must appoint and maintain a statutory agent to accept service of process. The statutory agent must be one of the following: (1) A natural person residing in Ohio; or (2) a domestic or foreign business entity with an Ohio address.

Statutory Agent Address Requirements

A statutory agent address may either be the primary residence address of the agent or the usual place of business address. The statutory agent address must be an Ohio address.

Statutory Agent Address Prohibitions

Post Office (P.O.) boxes are NOT allowed.

Exception: If a Post Office Box and Rural Route Number are both provided, the address is allowed.

Commercial Mail Receiving Agency (CMRA) addresses are NOT allowed. A CMRA is a private business that rents private mailboxes to customers.

Acceptance of Appointment

The statutory agent must sign the Acceptance of Appointment.

Signature(s) - Required

After completing all information on the filing form, please make sure that page 3 is signed by the incorporator(s). Articles and original appointment of agent must be signed by the incorporator(s).

Until this filing is approved, this business entity does not legally exist, therefore, the entity cannot be the signer of the document. The name of the person authorizing the submission of the form can be an individual or a business entity, but if the signer is a business entity, then it cannot be the same business name as the new entity being created by filing this form.

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

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

A typed name signifies an "intent to sign" which is acceptable.

Note

Ohio Revised Code Chapter 1724 requires our office to submit Articles of Incorporation of any community improvement corporation or any amendment, amended articles, merger or consolidation which provides for the creation of such corporation to be submitted to the Ohio Attorney General for examination. This process will require an extra 5-7 days to process the document. In addition, ORC 1724.05 requires a community improvement corporation to submit an annual financial report to the auditor of state within one hundred twenty days following the last day of the corporation's fiscal year.

Note

Our office cannot file or record a document which contains a Social Security number or tax identification number. Please do not enter a Social Security number or tax identification number, in any format, on this form.

ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
AVON COMMUNITY IMPROVEMENT CORPORATION
(the "Corporation")

THIRD:

PURPOSE

The purposes for which the Corporation is established shall be:

To advance, encourage, and promote the industrial, economic, commercial, and research and civic development of the City of Avon, Ohio in accordance with Section 1724.02 of the Ohio Revised Code, to act as the designated agency of the City of Avon for its industrial, commercial, distribution, and research development in order to promote the health, safety, morals, and general welfare of said political subdivision's inhabitants in accordance with Section 1724.10 of the Ohio Revised Code, to operate exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under the Code, and to engage in any lawful act, activity, or business not contrary to and in which an economic development corporation may be engaged under the laws of the State of Ohio.

FOURTH:

RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation and to make distributions as authorized by Chapter 1702 of the Ohio Revised Code, including any distribution upon dissolution of the Corporation.

Notwithstanding anything to the contrary in these Articles of Incorporation:

No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code.

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.

The Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income taxation under section 501(c)(3) of the Code or to which charitable contributions may be deducted pursuant to Sections 170, 2055 or 2522 of the Code.

FIFTH:
MEMBERS

The members of the Corporation shall be those persons or organizations described in the Code of Regulations. The members of the Corporation may be a corporation, whether profit or nonprofit, provided such members otherwise qualify as a member.

SIXTH:
BOARD OF DIRECTORS

The Corporation shall be controlled and managed under the direction of a Board of Directors ("Board").

SEVENTH:
CERTAIN
TRANSACTIONS

No person shall be disqualified from being a director of the Corporation because he or she is or may be a party to, and no director of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party.

No contract, action, or other transaction shall be void or voidable for reason that any director or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action, or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in authorization of such contract, action or transaction, provided that:

The material facts as to such interest and as to the contract, action, or transaction are disclosed or are otherwise known to the Board or applicable committee of directors at the time the contract, action, or transaction is authorized and the directors or the members of the committee, in good faith reasonably justified by the facts, authorize the contract, action, or transaction by at least a majority vote of the disinterested directors or disinterested members of the committee, even though such disinterested directors or members are less than a quorum; or

The material facts as to such interest and as to the contract, action, or transaction are disclosed or are otherwise known to the member at the time the contract, action, or transaction is authorized and the member authorizes the contract, action, or transaction; or the contract, action, or transaction (i) is not less favorable to the Corporation than an arm's length contract, action, or transaction in which no director or officer or other agent of the Corporation has

any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

Any interested director may be counted in determining the presence of a quorum at any meeting of the Board or any committee thereof which authorizes the contract, action, or transaction.

EIGHTH:
DISSOLUTION

Upon the dissolution of the Corporation, any assets remaining shall be conveyed to such civic projects or public charitable, religious, educational, and scientific purposes in the community or area as may be determined by the Board with the approval of the Lorain County Common Pleas Court.

NINTH:
AMENDMENT

Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board at any meeting at which a quorum is present; provided that such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.