

FORM 1023 ATTACHMENTS

The following items are attachments to form 1023

- I. Articles of incorporation
- II. Bylaws

AFRS - ADVANCED FIRE AND RESCUE SERVICES	87-1633675	
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I. ARTICLES OF INCORPORATION - STATE OF OHIO

DOC ID → 202119002718



DATE	DOCUMENT ID	DESCRIPTION	FIL NO	EXPED	CERT	COPY
07/12/2021	202119002718	DOMESTIC NONPROFIT CORP - ARTICLES (A3N)	88.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

TODD A MAY
PO BOX 725
WILMINGTON, OH 45177

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
4710933

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
ADVANCED FIRE AND RESCUE SERVICES
and, that said business records show the filing and recording of:

<p>Document(s) DOMESTIC NONPROFIT CORP - ARTICLES Effective Date: 07/09/2021</p>	<p>Document No(s): 202119002718</p>
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United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 12th day of July, A.D. 2021.



Ohio Secretary of State

DOC ID —> 202119002718

Form 532B Prescribed by:



Date Electronically Filed: 7/9/2021
 Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
 File online or for more information: OhioBusinessCentral.gov

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: \$99
(114-ARN)
Form Must Be Typed

First:	Name of Corporation	<input type="text" value="Advanced Fire and Rescue Services"/>
Second:	Location of Principal Office in Ohio	
	<input type="text" value="WILMINGTON"/>	<input type="text" value="OHIO"/>
	City	State
	<input type="text" value="CLINTON"/>	
	County	
Optional:	Effective Date (MMDD/YYYY)	<input type="text" value="7/9/2021"/> (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	
	<input type="text" value="Please see attachment"/>	
<p>** 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. **</p> <p>** 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. **</p>		

DOC ID —> 202119002718

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

(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:

(Name of Statutory Agent)

(Mailing Address)

(Mailing City) (Mailing State) (Mailing ZIP Code)

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

(Signature)

(Signature)

(Signature)

Acceptance of Appointment

The Undersigned, , named herein as the
(Name of Statutory Agent)

Statutory agent for
(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)

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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

Articles and original appointment of agent must be signed by the incorporator(s).

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.

TODD A. MAY
Signature
By (if applicable)
Print Name
Signature
By (if applicable)
Print Name
Signature
By (if applicable)
Print Name

DOC ID —> 202119002718

Articles of Incorporation of Advanced Fire and Rescue Services.

The undersigned, a majority of whom are citizen(s) of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Ohio, do hereby certify:

First: The name of the Corporation shall be Advanced Fire and Rescue Services.

Second: The place in this state where the principal office of the Corporation is located: Wilmington, Clinton County. With a mailing address of PO BOX 725, Wilmington, OH, 45177.

Third: Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. And for the following purposes:

- A. Provide public benefit by entering into contracts or agreements with municipalities, trustees, or other parties to provide advanced technology and services related to fire, search, and rescue services.
- B. Provide scientific advancements in the field of fire, search, rescue, and public welfare technology.
- C. Provide education to organizations and individuals regarding fire, search, rescue, and public welfare matters.
- D. Provide public safety testing of technology within the field of aviation, fire, search, rescue, and public welfare technology.
- E. Operate as a "private fire company" as defined by ORC 9.60 or other Ohio legislation or rules.
- F. Enter into contracts or agreements pertaining to fire, search, rescue, and public welfare.

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No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

Fourth: The names and addresses of the person(s) who are the initial incorporator or trustee of the corporation are as follows:

A. Name Todd A. May Address 891 Linkhart Rd., Wilmington, OH, 45177

Where additional trustees shall be appointed and/or elected within 90 days of incorporation.

07/09/2021
Todd A. May

A handwritten signature in black ink, appearing to read "Todd A. May", is written over a light blue rectangular background.

II. Bylaws - AFRS

AFRS - Advanced Fire & Rescue Services

AFRS BYLAWS V1.00

Overview

This document shall serve as the bylaws for AFRS, an incorporated nonprofit organization within the state of Ohio.

The content of these bylaws shall be absolute and can be modified by a unanimous vote of the board of directors.

ARTICLE I - Advanced Fire and Rescue Services (AFRS)

Section 1 : NAME: The name of the organization shall be "Advanced Fire and Rescue Services" AKA "AFRS". It shall be a nonprofit corporation organized and incorporated under the laws of the State of Ohio.

Section 2: PURPOSE : "AFRS" is organized exclusively as a "private fire company" as permitted under ORC 9.60 and shall serve the purposes of charitable, scientific, educational, and public testing purposes.

Section 3: Articles of Incorporation: Original articles are:

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Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. And for the following purposes:

A. Provide public benefit by entering into contracts or agreements with municipalities, trustees, or other parties to provide advanced technology and services related to fire, search, and rescue services.

B. Provide scientific advancements in the field of fire, search, rescue, and public welfare technology.

C. Provide education to organizations and individuals regarding fire, search, rescue, and public welfare matters.

D. Provide public safety testing of technology within the field of aviation, fire, search, rescue, and public welfare technology.

E. Operate as a "private fire company" as defined by ORC 9.60 or other Ohio legislation or rules.

F. Enter into contracts or agreements pertaining to fire, search, rescue, and public welfare. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

--END

Summary of purpose of "AFRS":

- Provide advanced fire and rescue services to organizations authorized under ORC 9.60 (state, forestry, municipalities).
- Provide advanced fire and rescue services to private organizations who are recognized by homeland security as part of the "national infrastructure" and/or "national security".
- Provide educational and work skills regarding advanced fire and rescue services to our members and the general public.
- Conduct scientific research in the field of advanced fire and rescue services.
- Conduct public testing of technology or methodology as it relates to the improvement of public safety and/or public welfare.

ARTICLE II - Membership

Section 1 : BOARD : Membership of the board of directors shall consist of persons duly appointed to the board by majority vote. Board members shall serve a minimum term of three years unless sooner released and shall NOT serve for a period for greater than ten years.

Section 2 : ADMINISTRATIVE : Membership within the administrative layer of "AFRS" shall be by "appointment" of the board by a majority vote. The release or termination of such administrative members must also be done by a majority vote unless an employment contract exists that constitutes a binding agreement that supersedes this bylaw.

Administrative roles consist of: Chief, Assistance Chief, fire department officers, and public information officers.

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ARTICLE II - Membership

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Administrative roles consist of: Chief, Assistance Chief, fire department officers, and public information officers.

Section 3: MEMBERS / FIELD OPERATIONS : Membership within the "field operations" layer of "AFRS" shall be made by appointment from the Chief or the assistant Chief. The same shall be true for dismissal or termination of a "field operations" member. The board of directors shall be notified within 30 days of all appointments or terminations of members.

ARTICLE III - Board of Directors

Section 1 : BOARD SIZE : The board of directors shall always maintain a minimum of three members and the overall size of the board shall NOT exceed 10.

Section 2 : BOARD REQUIREMENTS : Persons serving on the board of directors of "AFRS" must meet all the following qualifications:

- 18 years of age or older
- Must not suffer from a mental condition that impairs their abilities.
- Must be able to pass criminal background and drug testing.
- Must reside or work within Ohio and/or be directly associated with an organization who has Ohio presence.
- Min of 3 years experience in any of the following fields: fire, ems, peace officer, faa pilot, executive leadership in business, or serve in the capacity of an occupation related to national security or national infrastructure (utility, telcom, logistics, agriculture).

Section 3 : BOARD BALANCE : After 89 days of incorporation the board of directors SHALL maintain at all times a balance of public safety wisdom or skills. Therefore the board is required to maintain at least:

- (1) Certified or Retired Firefighter
- (1) Certified or Retired EMS
- (1) Certified, Retired, or Auxiliary law enforcement official
- (1) Active, Reserve, or Retired State or Federal Military Member
- (1) National infrastructure representative (utility, telcom, logistics).

Section 4 : MEETINGS : The board shall meet monthly at an agreed upon location and/or virtual meeting spot.

After 89 days after the incorporation of "AFRS" an official meeting MUST BE announced at least 14 days prior to the meeting unless an emergency exists that requires an urgent meeting. In the case of an urgent meeting all board members OF RECORD MUST agree to hold an emergency meeting.

Section 5 : ELECTIONS : During the month of October, the board of directors shall elect directors to replace those whose terms will expire on November 1st. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. This bylaw is modified by the 89 day bylaw.

Section 6 - ELECTION PROCEDURES : New directors shall be elected by a majority of directors present at a "regular" meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of November. This bylaw is modified by the 89 day bylaw.

Section 7 - VACANCIES : When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term. This bylaw is modified by the 89 day bylaw.

Section 8 : QUORUM : A quorum must be attended by at least 50 percent of filled board positions (roster) in order for there to be an "official" meeting where business may be conducted.

Section 9 : MEETING ATTENDANCE / SANCTIONS : Any board member who fails to attend three "regular" meetings in a 12 month period shall be sanctioned \$250.00. If a board member fails to attend their fourth "regular" meeting in a 12 month period, they shall be sanctioned \$500.00 dollars and dismissed from the board WITHOUT DELAY AND WITH PREJUDICE. THIS DISMISSAL DOES NOT REQUIRE A VOTE AS IT IS ENACTED BY THE FAILURE OF THE INDIVIDUAL TO ACT.

Section 10 : 89 DAY BYLAW : For the purposes of startup and expedited business in the best interest of the corporation. There exists a "one time" "89 day" bylaw. This permits: Board may elect new board members by majority vote so long as a quorum exists at any time. Board may fill vacancies so long as a quorum exists at any time. Any board member elected during this time period shall serve a min of X years PLUS any period of time required. This may allow the original board members to serve a term of 3 years and 11 months maximum. But NO board member shall serve MORE than 10 years.

Section 11: DIRECTOR POSITIONS : The following board member positions shall be filled:

- (1) Officer - President
- (1) Officer - Vice President
- (1) Officer - Secretary
- (1) Officer - Treasurer
- (Remaining Board Members) - Board Member

Section 12 :BOARD OF DIRECTORS DUTIES :

Each member of the board shall maintain the best interests of the corporation at all times.

"President" - The President shall serve as the "chair" for all meetings or discussions. The President shall NOT VOTE on topics unless they are required to be the "tie breaker" for a motion.

"Vice President" - The Vice President shall serve as the "Chair" for all meetings or discussions when the President is unavailable or unable to perform this duty. The Vice President may delegate the "chair" position to another board member in writing. In the absence of the President, the "Vice President" SHALL NOT vote on topics and SHALL serve as the "tie breaker" for a motion.

"Treasurer" - The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

"Secretary" - The secretary shall serve as the official record keeper for all documents. They are responsible for the taking of the "minutes" and providing detailed reports regarding official business topics.

"Board Member" - Each board member in addition to the "officer" positions listed above shall maintain confidentiality, bear fiduciary responsibility, and shall ALWAYS act in the best interest of the organizations both on and off-duty.

Section 13 : RULES OF ORDER : "AFRS" board meetings SHALL adhere to Roberts Rules of Order. Reference to tips can be found at:

<https://www.boardeffect.com/blog/roberts-rules-of-order-cheat-sheet/>

Section 14 : RESIGNATION : Resignation from the board must be in writing and received by the secretary.

Section 15 : TERMINATION : In addition to the section regarding termination of non-attending board members. A board member may also be dismissed by three-fourths vote of the remaining directors.

Section 16 : REMOTE MEETINGS : The use of electronic devices to conduct meetings is encouraged. Meetings may be held by way of video conference, telephone, or other electronic means. So long as each participant can understand and respond to motions or other comments.

Section 17 : ACTION WITHOUT A MEETING : Upon initiative of the board chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

Section 18 : BOARD STIPEND: The board of directors may elect to provide a "stipend" to EACH member of the board of directors an amount of \$500.00 for every 30 day period. Where it is reasonable that a board member has incurred costs or burden of at least \$500.00 while fulfilling their duties. If the board elects to enact the stipend, EVERY board member must be compensated the same. In order for a board member to qualify for a stipend, they MUST appear and participate in a "regular" meeting. This stipend can only occur ONCE in a 30 day period regardless of the number of meetings.

ARTICLE IV - COMMITTEES

Section 1 : CREATION OF COMMITTEES : The board may create ad hoc committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 : DISSOLVING COMMITTEES : The board may dissolve a committee created by a chair by majority vote at any valid meeting.

Section 3 : FINANCE COMMITTEE : The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE IV - STAFF / EMPLOYEES

Section 1 : EXECUTIVE DIRECTOR : The executive director is hired by the board and shall be known as the "Chief". This person shall also serve as the duly appointed "Fire Chief" pursuant to Ohio Revised Code. They shall be the authority having jurisdiction for all matters regarding "AFRS" with the exception of the governing body (the board). This person has day-to-day responsibilities for the organization, in addition to legislative and regulatory obligations, including carrying out the organization's goals and policies. The "Chief" will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary. Such a position may embrace an employment contract that shall not exceed a period of 10 years.

Section 2 : ASSISTANT EXECUTIVE DIRECTOR : The assistance executive director is hired by the board and shall be known as the "Assistant Chief". This person shall also serve as the duly appointed "Assistant Fire Chief" pursuant to Ohio Revised Code. They shall be the authority having jurisdiction for all matters regarding "AFRS" when the Chief is not present or is assigned such responsibilities. Their duties include day-to-day responsibilities in the absence of the Chief and carries out the Chiefs goals and policies. The Assistant Chief reports on the progress of their tasks and carries out the duties described in the job description. The Chief can designate other duties as necessary. Such a position may embrace an employment contract that shall not exceed a period of 10 years.

Section 3 : OTHER STAFF : The board may approve salaries for additional positions. And where those positions shall be filled or vacated by the director/Chief. These positions shall NOT be contract binding positions.

ARTICLE V - SAFETY / REGULATORY

Section 1 : DUTY TO ACT : In the event the board receives reliable intelligence that a risk exists to the corporation. They have a duty to investigate and act upon that information in the best interest of the corporation.

Section 2 : ANNUAL REVIEW : The board of directors SHALL be provided an annual safety analysis regarding regulatory matters. This report shall detail each member of our organization and their certifications and/or licensing. Each item where applicable SHALL list the expiration date of that certification. If upon review it is discovered that a required certification is expired or fails to exist - The board and/or the Chief or Assistant Chief must act in order to preserve the best interest of the corporation.

Section 3 : MANDATORY REPORTING : Various mandatory reporting exists within the organization. This includes IRS, STATE, and other regulatory bodies. The board of directors MUST ensure that we maintain compliance with such requirements.

Section 4 : VEHICLES / EQUIPMENT : The board has the authority to authorize the purchase or replacement of equipment if it exceeds a certain dollar amount. This is done to safeguard the financial interest of the organization. IF HOWEVER two or more persons convey to the board that a piece of equipment is a safety hazard, they MUST replace the equipment without substantial delay OR remove the equipment from service.

ARTICLE VI - EXPENDITURES / CONTRACTS

Section 1 : Monthly Limit - Operations : The "Chief" or "Assistant Chief" being the director and assistant director shall have a cap of \$5,000 per month for expenses, repair, equipment, or other monetary costs. Any amount greater than this requires approval from the board.

Section 2 : Monthly Limit - Board : The "Board of Directors" shall not incur operations costs as individuals but CAN be reimbursed for things such as travel, conferences, etc. Any reimbursable amount must be submitted to the treasurer and any amount greater than \$250.00 requires board approval.

Section 3 : Contract Limit - Operations : The "Chief" has the ability to enter or cancel contracts with various entities as they deem necessary for the success of operations. Any contract that results in a cost greater than \$5000.00 per month MUST be approved by the board of directors.

ARTICLE VII - AMENDMENTS

Section 1 : Assistance Executive Director : These bylaws may be amended when necessary by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.