

**11. IN RE: DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT...RESOLUTION 165-21/ RESOLVING TO FORM THE CLERMONT COUNTY LAND REUTILIZATION CORPORATION AND REQUESTING THE CLERMONT COUNTY TREASURER TO FILE ARTICLES OF INCORPORATION...21-0922-002...ADOPTED**

Moved by Commissioner Batchler, seconded by Commissioner Painter, that the Board of County Commissioners approve the following recommendation:

Recommendation of Michael McNamara, Director, Department of Community and Economic Development, with the concurrence of Greg Bickford, Assistant County Administrator, Clermont County, Ohio to adopt **Resolution Number 165-21/** resolving to form the Clermont County Land Reutilization Corporation as set forth in Ohio Revised Code Chapters 5722 and 1724, and requesting the County Treasurer to file Articles of Incorporation with the Ohio Secretary of State, and to take other such steps as necessary, in concert with the Clermont County Prosecuting Attorney's office, to organize such corporation.

**DISCUSSION:** Commissioner Painter extended his thanks to Mr. McNamara and the Community and Economic Department for working hard on this which has been a request by many townships and villages in Clermont County for a long time. Commissioner Corcoran thanked Mr. McNamara for his presentation.

Upon roll call on the foregoing motion, the vote was as follows:

Commissioner Batchler, Yes; Commissioner Painter, Yes; Commissioner Corcoran, Yes.



TOPIC: **FORMATION OF A COUNTY LAND REUTILIZATION CORPORATION**

Contact: Michael McNamara, Director  
Department of Community and Economic Development

Purpose/Need: **The existence of nonproductive land within Clermont County is such as to necessitate the implementation of a land reutilization corporation, also known as a land bank. Many communities have voiced their desire for a mechanism, such as a land bank, that can assist in addressing nonproductive, distressed, underutilized, or nuisance properties. This resolution is the first step in authorizing and forming a county land bank – an entity that has been formed in a majority of Ohio counties – and requests the County Treasurer to file Articles of Incorporation with the Secretary of State.**

Action Necessary: Approval of resolution and subsequent filing of Articles of Incorporation

Project Description: The Ohio Legislature has enabled all Ohio Counties to form County Land Reutilization Corporations (Land Banks) under Ohio Revised Code Chapters 5722 and 1724. Land Banks are designed to address distressed properties to bring them into tax producing status. Many Clermont County townships and villages understand the benefits of a land bank and desire the creation of such in Clermont County. The Land Bank will fall under the Community Development division of the Department of Community and Economic Development in Clermont County.

Cost: None

Expected outcome: **Approval of resolution authorizing the formation of a County Land Reutilization Corporation and the subsequent filing of Articles of Incorporation. Two subsequent resolutions will eventually be required to officially form the Land Bank for Clermont County – one designating the Land Bank as agent of the County and directing the Land Bank to create an agreement and plan, and another to approve the agreement and plan.**

Responsible: Department of Community and Economic Development

**RESOLUTION NO. 165-21**

The Board of County Commissioners, Clermont County, Ohio, met in regular session on the 6th day of October 2021, with the following members present:

Claire B. Corcoran, President

David L. Painter, Vice President

Bonnie J. Batchler, Member

Mr(s). Batchler moved for the adoption of the following Resolution:

**RESOLUTION AUTHORIZING AND DIRECTING THE CLERMONT COUNTY  
TREASURER FILE INITIAL ARTICLES OF INCORPORATION TO ENABLE THE  
FORMATON OF THE CLERMONT COUNTY LAND REUTILIZATION  
CORPORATION IN ACCORDANCE WITH OHIO REVISED CODE SECTION 5722.02**

**WHEREAS**, division (A) of Section 5722.02 of the Revised Code authorizes a county to elect to adopt and implement the procedures set forth in Sections 5722.02 to 5722.15 of the Revised Code to facilitate the effective reutilization of nonproductive land situated within its boundaries; and

**WHEREAS**, division (A) of Section 1724.04 of the Revised Code authorizes a county that elects to adopt and implement the procedures set forth in Sections 5722.02 to 5722.15 of the Revised Code to organize a county land reutilization corporation for the purpose of exercising the powers granted to a county under Chapter 5722 of the Revised Code; and

**WHEREAS**, the Board of Clermont County Commissioners (the "Board") has determined that the current economic conditions in the County and the conditions of the real estate market in the County, including, but not limited to, the foreclosures for mortgage and tax payment delinquencies, are such as to necessitate the adoption and implementation of the procedures set forth in Sections 5722.02 to 5722.15 of the Revised Code to facilitate the effective reutilization of nonproductive land situated within its boundaries; and

**WHEREAS**, division (B) of Section 5722.02 of the Revised Code permits a county that adopts a resolution under division (A) of such section to cause to be organized a county land reutilization corporation under Chapter 1724 of the Revised Code to act on behalf of and cooperate with the county in exercising the powers and performing the duties of a county with respect to land reutilization under Chapter 5722 of the Revised Code; and

**WHEREAS**, the Board now desires to adopt a resolution under division (A) of Section 5722.02 of the Revised Code adopting and implementing the procedures set forth in Sections 5722.02 to 5722.15 of the Revised Code to facilitate the effective reutilization of nonproductive land situated within the boundaries of Clermont County, Ohio; and

**WHEREAS**, in furtherance of the implementation of an effective land reutilization program

and in accordance with division (B) of Section 5722.02, the Board also desires to organize a county land reutilization corporation under Chapter 1724 of the Revised Code to act on behalf of and cooperate with the County in exercising the powers and performing the duties of a county under Chapter 5722;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of County Commissioners of Clermont County that:

**Section 1.** In accordance with division (A) of Section 5722.02 of the Revised Code, this Board hereby finds and determines that the existence of nonproductive land within its boundaries due to foreclosures from mortgage and tax payment delinquencies and other reasons is such as to necessitate the implementation of a land reutilization program to foster either the return of such nonproductive land to tax revenue generating status or the devotion thereof to public use.

**Section 2.** This Board hereby elects to adopt and implement the procedures set forth in Sections 5722.02 to 5722.15 of the Revised Code to facilitate the effective reutilization of nonproductive land situated within its boundaries.

**Section 3.** In furtherance of the implementation of a land reutilization program for the County, this Board hereby authorizes and directs that a county land reutilization corporation (the "Corporation") shall be organized under Chapters 1724 and 1702 of the Revised Code and hereby authorizes and directs the County Treasurer (the "Treasurer") to incorporate the Corporation in accordance with Section 1724.04 of the Revised Code by the execution and filing of its initial articles of incorporation in the form heretofore on file with the Clerk of the Board.

**Section 4.** Pursuant to and in accordance with Section 1724.04 of the Revised Code, this Board hereby approves the form of initial articles of incorporation heretofore filed with the Clerk of this Board.

**Section 5.** Pursuant to division of Section 5722.02 of the Revised Code, the Clerk of this Board is authorized and directed to deliver a certified copy of this resolution to the Auditor of the County, the Treasurer, and the Prosecuting Attorney of the County.

**Section 6.** This resolution shall take effect and be in force immediately upon its adoption.

**NOW THEREFORE BE IT FURTHER RESOLVED** that the Board of County Commissioners hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with all applicable legal requirements including Section 121.22 of the Ohio Revised Code.

Mr(s). Painter seconded the motion and on roll call, the vote resulted as follows:

Mrs. Corcoran	<u>Yes</u>
Mr. Painter	<u>Yes</u>
Mrs. Batchler	<u>Yes</u>

This Resolution was duly passed on the 10<sup>th</sup> day of October, 2021.

ATTEST:

Holly Crucey  
Holly Crucey, Clerk of the  
Board of County Commissioners

This Resolution was prepared and approved as to form by the Office of the Prosecuting Attorney of Clermont County, Ohio

By: [Signature]  
Assistant Prosecuting Attorney

Date: 9-21-21



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910  
OhioSoS.gov | business@OhioSoS.gov  
File online or for more information: OhioBusinessCentral.gov

### Filing Form Cover Letter

Please return the approval certificate to:

Name (Individual or Business Name):

Clermont County Prosecutor

To the Attention of (if necessary):

Brian C. Shrive

Address: 101 E. Main Street, Second Floor

City: Batavia

State: Ohio ZIP Code: 45201-45103

Phone Number: 513-732-8178 E-mail Address: bshrive@clermontcountyohio.gov

Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.

Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"  
Type of Service Being Requested: (PLEASE CHECK ONE BOX BELOW)

- Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.
- Expedite Service 1:** By including an Expedite fee of \$100.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.
- Expedite Service 2:** By including an Expedite fee of \$200.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Expedite Service 3:** By including an Expedite fee of \$300.00, in addition to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.

Form 532B Prescribed by:



Toll Free: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216
Expedite Filing (Two business day processing time. Requires an additional \$100.00)
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.

Form fields for: First: Name of Corporation (Clermont County Land Reutilization Corporation); Second: Location of Principal Office in Ohio (Batavia City, Clermont County, Ohio State); Optional: Effective Date (MM/DD/YYYY); Third: Purpose for which corporation is formed (See Attached). Includes two footnotes regarding tax exemptions and ORC Chapter 1702 provisions.

**THIRD.** Clermont County Land Reutilization Corporation (the "Corporation") is organized and shall be operated exclusively as a county land reutilization corporation exercising the essential governmental purposes provided for under Chapters 1724 and 5722 of the Ohio Revised Code ("ORC"), and any ancillary purposes for which statutory authority has been given to a county land reutilization corporation under the ORC, in each case as the ORC is now in effect or as may hereafter be amended, including, but not limited to, the following purposes set forth in ORC Section 1724.01(B)(2): (1) the reclamation, rehabilitation and reutilization of vacant, abandoned, tax-foreclosed, or other real property within the county for whose benefit the corporation is being organized; (2) efficiently holding and managing vacant, abandoned or tax-foreclosed real property pending its reclamation, rehabilitation and reutilization; (3) assisting governmental entities and other non-profit or for-profit persons to assemble, clear, and clear the title of property described in division (B)(2) of ORC Section 1724.01 in a coordinated manner; or (4) promoting economic and housing development of the county or region.

In furtherance thereof, the Corporation shall have and may exercise all the powers of a county land reutilization corporation, as defined in ORC Section 1724.01, to the extent such powers are granted to a county land reutilization corporation and are set forth in ORC Section 1724.02, ORC Chapter 5722, or another ORC section expressly applicable to a county land reutilization corporation as such sections are applicable to a county land reutilization corporation, are now in effect as may hereafter be amended (and to the corresponding provisions of any similar laws subsequently enacted).

The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article Third. It is intended that the Corporation shall have the status of a county land reutilization corporation exercising the essential governmental functions authorized in ORC Chapters 1724 and 5722 and other ORC sections made expressly applicable to a county land reutilization corporation, and whose income, if not used by the Corporation for the continuance of its purposes, shall accrue to the County of Clermont, Ohio, a political subdivision of the State of Ohio and by reason thereof the Corporation shall be exempted from federal income tax pursuant to Section 115(1) of the Internal Revenue Code of 1986, as amended (the "Code"). These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from claiming and maintaining exemption from federal income taxation as a corporation exercising essential governmental functions, as described in Section 115(1) of the Code and in the regulations and rulings related to Section 115, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation exercising such essential government functions.

## Original Appointment of Statutory Agent

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

Clermont County Land Reutilization 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:

Jeannie M. Zurmehly

(Name of Statutory Agent)

101 E. Main Street, Second Floor

(Mailing Address)

Batavia

(Mailing City)

OH

(Mailing State)

45103

(Mailing ZIP Code)

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

*Clare B. Cooper*  
(Signature)

*David L. Smith*  
(Signature)

*Bonnie J. Batchler*  
(Signature)

### Acceptance of Appointment

The Undersigned,

Jeannie M. Zurmehly

(Name of Statutory Agent)

, named herein as the

Statutory agent for

Clermont County Land Reutilization Corporation

(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

*Jeannie M. Zurmehly*  
(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

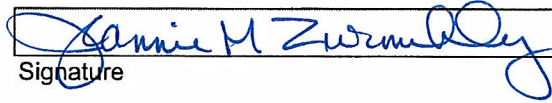
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

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.

  
Signature

Jeannie M. Zurmehly

By (if applicable)

Jeannie M. Zurmehly, Clermont County Treasurer

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.

### **Original Appointment of Statutory Agent and Acceptance of Appointment**

Pursuant to Ohio Revised Code §1702.06, an Ohio Corporation must appoint and maintain a statutory agent to accept service of process on behalf of the corporation. We cannot accept articles of incorporation unless the statutory agent information is provided. The statutory agent must be one of the following: (1) A natural person who is a resident of this state; or (2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is a business entity then the agent must meet the requirements of Title XVII of the Revised Code to transact business or exercise privileges in Ohio. The statutory agent must also sign the Acceptance of Appointment at the bottom of page 2.

**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).

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 a 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.

Resolution

Project No./Description: Clermont County Land Reutilization Corporation

Dept.: CED

Project Manager: Mike McNamara

- ( ) 1. Motion and Topic Paper
- ( ) 2. Resolution
- ( ) 3. Prosecuting Attorney Approval  
*Joe Mooney 9/21/21*
- ( ) 4. Project Schedule
- ( ) 5. Purchase Order - if applicable
- ( ) 6. Department Head Signature
- ( ) 7. Exhibits attached, if applicable

*A. Cruey*  
Project Manager  
*Reviewed*

*9/30/2021*  
Date

IN RE: DEPARTMENT OF COMMUNITY AND ECONOMIC  
DEVELOPMENT...RESOLUTION XX-21 AUTHORIZING AND  
DIRECTING THE CLERMONT COUNTY TREASURER TO FILE  
~~INITIAL~~ ARTICLES OF INCORPORATION TO ENABLE THE  
FORMATION OF THE CLERMONT COUNTY LAND REUTILIZATION  
CORPORATION IN ACCORDANCE WITH OHIO REVISED CODE  
SECTION 5722.02

Switch

Recommendation of Michael McNamara, Director, Department of Community and Economic Development, with the concurrence of Greg Bickford, Assistant County Administrator, Clermont County, Ohio to adopt Resolution XX-21 to implement a county land reutilization corporation as set forth in Ohio Revised Code Chapters 5722 and 1724 adopting procedures, and requesting the County Treasurer to file Articles of Incorporation with the Ohio Secretary of State, and to take other such steps as necessary, in concert with the Prosecuting Attorney's office, to organize such corporation.

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