**THE OHIO PROVIDER RESOURCE ASSOCIATION**

Secretary’s Certificate

 The undersigned hereby certifies that I am the duly elected, qualified and acting Secretary of The Ohio Provider Resource Association, an Ohio nonprofit corporation (the “Corporation”), and that, as such, I am authorized to execute this Certificate on behalf of the Corporation, and further certify that:

 The following resolution was approved by the Board of Directors of the Corporation and adopted by the Active Members of the Corporation at a meeting held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2021 at which a quorum existed, by the affirmative vote of a majority of a such quorum:

**RESOLVED,** that Section 4.3(c) of the Corporation’s Amended and Restated Code of Regulations is hereby deleted in its entirety and amended to read as follows:

(c) **Term.** District Directors shall be divided into three (3) separate classes. Class I Directors shall be those District Directors elected from Districts 1, 4 and 7; Class II Directors shall be those District Directors elected from Districts 2, 3, and 5; and Class III Directors shall be those District Directors elected from Districts 6 and 8. District Directors shall be elected initially by mail vote in October 1997. In connection with this election process, all Class I Directors shall be elected for a term expiring December 31, 1998; all Class II Directors shall be elected for a term expiring December 31, 1999; all Class III Directors shall be elected for a term expiring December 31, 2000. Thereafter, all successor District Directors shall be elected for terms of three (3) years each, or until their successors are duly elected and qualified or their earlier resignation, removal from office or death.

The foregoing Districts shall not be changed, except by amendment to these Regulations.

IN WITNESS WHEREOF, I have executed this Certificate the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2021.

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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary

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