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| 03/08/2001 | 200106500918 | DOMESTIC ARTICLES/FOR PROFIT (ARF) | 85.00 | 10.00 | .00 | .00 | .00 |

**Receipt**

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

PICKREL, SCHAEFFER & EBELING, LPA
ATTN TERESA M. CUNDIFF
40 N MAIN ST, STE 2700
DAYTON, OH 45423

# STATE OF OHIO

## Ohio Secretary of State, J. Kenneth Blackwell

**1213680**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**BARRY STAFFING, INC.**

and, that said business records show the filing and recording of:

| Document(s) | Document No(s): |
|---|---|
| **DOMESTIC ARTICLES/FOR PROFIT** | **200106500918** |

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 28th day of February, A.D. 2001.

J. Kenneth Blackwell

Ohio Secretary of State

DOC ID ----> 200106500918

Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please call Customer Service:
Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form ☑ Yes

# ARTICLES OF INCORPORATION

**(Under Chapter 1701 of the Ohio Revised Code)**
**Profit Corporation**

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Ohio Revised Code, do hereby state the following:

FIRST. The name of said corporation shall be:
Barry Staffing, Inc.

SECOND. The place in Ohio where its principal office is to be located is

Miamisburg (city, village or township), Montgomery County, Ohio

THIRD. The purpose(s) for which this corporation is formed is:
(a) to engage in the business of operating and maintaining a temp-to-hire and professional office placement agency; and
(b) to engage in any lawful act or activities for which corporations may be formed under sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH. The number of shares which the corporation is authorized to have outstanding is: 850
(Please state whether shares are common or preferred, and their par value, if any. Shares will be recorded as common with no par value unless otherwise indicated.)

FIFTH. No holder of shares of the Corporation shall have preemptive rights to subscribe for or to purchase any shares of the Corporation of any class, whether now or hereafter authorized.

SIXTH. The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon by the Corporation and the selling shareholder or shareholders.

SEVENTH. Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in use, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds of the voting power of the Corporation or of any class or classes of shares thereof, such action unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or such class of shares thereof.

IN WITNESS WHEREOF, we have hereunto subscribed our names, on 2/27/01 (date)

By: _____, Incorporator
Name: Jeffrey S. Senney

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# ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Barry Staffing, Inc.

hereby appoint Jeffrey S. Senney, 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:

40 N. Main Street, 2700 Kettering Tower
(street name and number)

Dayton, Ohio 45423-2700
(city, village or township) (zip code)

By: _____

Name: Jeffrey S. Senney

## ACCEPTANCE OF APPOINTMENT

The undersigned, Jeffrey S. Senney, named herein as the statutory agent for, Barry Staffing, Inc., hereby acknowledges and accepts the appointment of statutory agent for said corporation.

By: _____
Jeffrey S. Senney (Statutory Agent)